

NOTICE OF 5TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifth (5th) Annual General Meeting (AGM) of the Members of Tapi Fruit Processing Limited will be held on Friday, September 22, 2023 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSES:

- To consider and adopt (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**.

(a) **"RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

(b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

- To appoint a Director in place of Mr. Ashokkumar Lukhi (DIN 06704408), who retires by rotation and being eligible, seeks re-appointment.

Explanation: Based on the terms of appointment, executive directors, other than Managing Director, are subject to retirement by rotation. Mr. Ashokkumar Lukhi (DIN 06704408), who was appointed as Whole-Time Director for the current term, and is the longest-serving member on the Board, retires by rotation and, being eligible, seeks re-appointment.

To the extent that Mr. Ashokkumar Lukhi (DIN 06704408) is required to retire by rotation, he would need to be reappointed as such. Therefore, shareholders are requested to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for the reappointment of Mr. Ashokkumar Lukhi (DIN 06704408) as such, to the extent that he is required to retire by rotation."

SPECIAL BUSINESS:

- Extending the Granting of Employee Stock Options to the Eligible Employees of Group Companies, including Subsidiary, Associate Company(ies) of the Company under "Tapi Fruit Processing Limited - Employee Stock Option Plan 2023" ("ESOP 2023"):

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder, Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("SEBI SBEB & SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the relevant provisions of the Memorandum of Association and the Articles of Association of Shish Industries Limited ("Company"), and such other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the "Applicable Laws"), subject to any other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, in accordance with the Special Resolution passed by the Members of the Company in their extra-ordinary general meeting held on May 30, 2023, In-principle Approval issued by the National Stock Exchange of India Limited vide its letter dated July 17, 2023 and on the recommendation of the nomination and remuneration committee ("Committee") and board of directors of the Company ("Board"), the consent of the members of the Company be and is hereby accorded respectively to "Tapi Fruit Processing Limited - Employee Stock Option Plan 2023" ("ESOP 2023"), salient features of which are set out in the Explanatory Statement to the Notice issued to the members of the Company, and (ii) authorizing the Board (which term shall be deemed to include the Committee) including Nomination and Remuneration Committee (NRC), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to create, offer, issue and allot at any time to or to the benefit of such present and future

(i) employee(s) who are exclusively working in India or outside India (other than employee who is a promoter or a person belonging to the promoter group) and

(ii) Director(s), whether a whole-time director or not, including a non-executive director [other than Promoter(s) or persons belonging to the Promoters Group of the Company, Independent Directors and Directors, either himself or through his relative or through any body-corporate, directly or indirectly, holding more than 10% of the outstanding Equity Shares of the Company]

of any of the existing or future group companies including the subsidiary companies or associate companies of the Company options exercisable into not more than 100000 (One Lakhs Only) fully paid up equity shares of the Company ("Equity Share(s)"), under one or more tranches, and on such terms and conditions as may be fixed or determined by the Board/committee in accordance with the provisions of the law or guidelines issued by the relevant authority' each option would be exercisable for one Equity Shares of the face value of Rupees 10.00 (Rupees Ten Only) each fully paid up on payment of the requisite exercise price to the Company;

RESOLVED FURTHER THAT each option shall vest in the hands of the option holder after a minimum period of 1 (One) Year from the date of grant of the option or such longer period as may be determined by the Board/Nomination and Remuneration Committee from time to time subject to the conditions mentioned that the option grantee continues to be an employee of the Company and the performance or other conditions as may be determined by the Board/Committee from time to time;

RESOLVED FURTHER THAT vested option can be exercised in whole or in part after the vesting date and within the vesting period only by the Eligible Employee to whom the option have vested by making an application to the Company for issue of shares against the option vested to him/her by paying requisite amount of money and the unexercised portion of the vested options, will continue to be available to the Eligible Employee or the nominee for exercise as provided for in the scheme and the options granted to an employee cannot be transferred to any other person;

RESOLVED FURTHER THAT the Nomination and Remuneration Committee, the Board and any other committee authorized by the Board be and is hereby severally authorized to issue and allot Equity Shares upon exercise of the options from time to time in accordance with the Scheme and such Equity Shares shall rank pari passu in all respects with the existing equity shares of the Company;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, or any other re-organization of capital structure of the Company, as the case may be, the number of stock options and/or the shares to be allotted upon exercise of stock options shall be reasonably adjusted in accordance with the provisions of the ESOP – 2023 scheme and in case of sub-division or consolidation of shares then the number of shares and the exercise price shall automatically stand augmented or reduced, as the case may be, after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted stock options under the ESOP – 2023 scheme;

RESOLVED FURTHER THAT the shares may be allotted in accordance with ESOP – 2023 Scheme directly by the Company in accordance with the Scheme and applicable laws and that the Scheme may also envisage for providing any financial assistance to the Eligible Employees, subject to applicable laws, to enable the Eligible Employees to acquire, purchase or subscribe to the Equity Shares of the Company;

RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time to the extent relevant and applicable to ESOP – 2023 scheme;

RESOLVED FURTHER THAT the Board/Committee be and is hereby authorized to take requisite steps for listing of the equity shares allotted under ESOP – 2023 scheme on the Stock Exchange where the equity shares of the Company are listed;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, valuers, consultants or representatives, being incidental to the effective implementation and administration of the ESOP – 2023 Scheme, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage and all the acts, deeds, matters and things done by the Board are hereby ratified, confirmed and approved, without being required to seek any further consent or approval of the shareholders of the Company, and further to execute all such agreements, deeds, documents, writings etc. and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to ESOP – 2023 scheme including any modification, alteration, amendment, suspension, withdrawal or termination of ESOP – 2023 scheme and to take all such steps and do all such acts, deeds, things as may be incidental or ancillary thereto in compliance with the applicable laws;

RESOLVED FURTHER THAT the Committee of the Company be and is hereby authorized to advise to the Board to make modifications, changes, variations, alterations or revisions in the said schemes as it may deem fit subject to Shareholder's approval, from time to time, in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, as amended, modified or re-enacted from time to time, the Memorandum and Articles of Association of the Company and any other applicable laws;

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and any other committee of the Company as constituted by the Board be and are hereby authorized to implement, administer/superintend the scheme including identifying the eligible employees and determining the number of options that may be offered to them pursuant to the Scheme;

RESOLVED FURTHER THAT the Board or Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary including authority to delegate all or any of the powers conferred herein, to any Committee of the Company, with power to such Committee to further delegate such powers to any executives/ officers of the Company to give effect to this resolution."

4. To approve Contracts/ Arrangements/ Transactions with Tapi Wellness Private Limited, Related Party:

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

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to the approval given by the Audit Committee and the Board of Directors, the approval of the Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **"Board"** which term shall be deemed to include the Audit Committee of the Company and any duly authorized committee of Directors constituted/empowered by the Board, from time to time, to exercise its powers conferred by this resolution) to enter into contracts or arrangements or transactions with Tapi Wellness Private Limited (**"TWPL"**), the related party, under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to Rupees 7.50 Crores excluding applicable taxes for FY 2024-25, in the nature of (i) sale, purchase or supply of any goods or materials, and / or (ii) availing or rendering of any services and / or (iii) selling or otherwise disposing of, or buying, property of any kind and / or (iv) leasing of property of any kind, on such terms and conditions as provided in the explanatory statement annexed hereto and with the power to Board to modify, from time to time, in the best interest of the Company;

RESOLVED FURTHER THAT the Board of Directors and/or any Committee constituted thereof, be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties or doubts that may arise with regard to any transactions including existing transactions, if any, with the related party and execute all such agreements, documents and writings on an ongoing basis, in its absolute discretion, and to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s);

RESOLVED FURTHER THAT all actions taken by the Board or any other person so authorized by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

Registered office:

Office No-212 to 214 Sunrise Chambers,
Near Ashok Colony, Mini Bazar, Varachha
Road, Surat, Gujarat – 395 006, India

By order of the Board of Directors
For, **Tapi Fruit Processing Limited**
CIN: U15400GJ2018PLC103201

Date: August 28, 2023

Place: Surat

Kashyapkumar Pandav
Company Secretary

Important Notes:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting the General Meeting ("Meeting") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020 and the General Circular No. 11/2022 dated December 28, 2022 prescribing the procedures and manner of conducting the Annual General Meeting through VC/ OAVM. In terms of the said circulars, the Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only.

The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 18 and available at the Company's website www.tapifood.com. The deemed venue for the AGM shall be the Registered Office of the Company.

2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 3 of the Notice, is annexed hereto.
3. The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard II on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this Annual General Meeting ("AGM") is also annexed.
4. CS Praful N. Vekariya, Practicing Company Secretary (Membership No. ACS: 21367; CP No: 10858), being Secretarial Auditor for F.Y. 2022-23 & 2023-24, issued a certificate confirming that the scheme(s) has been implemented in accordance with these regulations and in accordance with the resolution of the company in the general meeting passed on May 30, 2023. This certificate will be placed before the Members at the Annual General Meeting.
5. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this AGM is being held pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through their registered email address to pnvekariya12@gmail.com with copies marked to the Company at cs@tapifood.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.co.in.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The Register of Members and Share Transfer Books of the Company will not be closed and the Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, September 15, 2023, will be entitled to vote at the AGM.
9. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
10. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020 read with Circular dated January 15, 2021, the Notice of AGM along with Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice of AGM along with Annual Report 2022-23 has been uploaded on the website of the Company at www.tapifood.com. The Notice of AGM along with Annual Report 2022-23 can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
12. In case of joint holders attending the AGM together, only holder whose name appearing first will be entitled to vote.
13. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at cs@tapifood.com on or before Monday, September 11, 2023 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
14. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below;

- (a) 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 cs@tapifood.com.
 - (b) 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 cs@tapifood.com.
 - (c) Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to BSPL in case the shares are held in physical form.
 16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
 17. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020 read with Circular dated January 15, 2021, the Notice of AGM along with Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2022-23 has been uploaded on the website of the Company at www.tapifood.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com. The Company proposes to send documents, such as the Notice of the AGM and Annual Report etc. henceforth to the Members in electronic form at the e-mail address provided by them and made available to the Company by the Depositories from time to time. The un-audited half-yearly Financial Results of the Company are uploaded on the website of the Company.
- 18. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:**
- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
 - ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, September 15, 2023, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, September 15, 2023, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
 - iii. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 09:00 a.m. on Tuesday, September 19, 2023 and will end on 05:00 P.M. on Thursday, September 21, 2023. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting.
 - iv. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
 - v. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, September 15, 2023.
 - vi. The Company has appointed CS Praful N. Vekariya, Practicing Company Secretary (Membership No. ACS: 21367; CP No: 10858), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

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.	<p>A. 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>B. 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.</p> <p>C. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="777 1047 1190 1226" data-label="Image"> <p>NSDL Mobile App is available on</p> <p>App Store Google Play</p> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>A. 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.</p> <p>B. 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 the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>C. 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>D. 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	<p>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</p>

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?

- A. 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.
- B. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- C. 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.
- D. Your User ID details are given below:

Manner of holding shares i.e. Your User ID is: Demat (NSDL or CDSL) or Physical	
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***

- E. 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’?
 - 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’.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- F. 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.co.in 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.
- G. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- H. Now, you will have to click on “Login” button.
- I. After you click on the “Login” button, Home page of e-Voting will open.

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

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 csanandlavingia@gmail.com with a copy marked to evoting@nsdl.co.in. 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.

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.

In case of any query relating to remote e-voting you may refer the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 224 430 or send a request at evoting@nsdl.co.in.

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 22 55 33

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- 1) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2) Members are encouraged to join the Meeting through Laptops for better experience.
- 3) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@tapifood.com. The same will be replied by the company suitably.

CONTACT DETAILS

Company	TAPI FRUIT PROCESSING LIMITED Office No-212 to 214 Sunrise Chambers, Near Ashok Colony, Mini Bazar, Varachha Road, Surat, Gujarat - 395 006, India Website: www.tapifood.com; Email: cs@tapifood.com; Mob. No.: 73836 80150; Phone No.: +91 261 2551206
Registrar and Transfer Agent	BIGSHARE SERVICES PRIVATE LIMITED A-802, Samudra Complex, Near Klassic Gold Hotel, Off C.G Road, Navrangpura, Ahmedabad - 380 009 Tel No.: +91-79-4002 4135; Email: bssahd@bigshareonline.com; Web: www.bigshareonline.com
E-Voting Agency & VC/ OAVM	Email: evoting@nsdl.co.in NSDL help desk 1800 1020 990 and 1800 22 44 30
Scrutinizer	Mr. Praful N. Vekariya Email: pnvekariya12@gmail.com; Tel No.: +91 99096 56704

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013 and Secretary Standard 2 on General Meetings)

Item No. 3

Grant of Employee Stock Options to the Eligible Employees of Group Companies, including Subsidiary, Associate Company(ies) of the Company under "Tapi Fruit Processing Limited - Employee Stock Option Plan 2023" ("ESOP 2023"): SPECIAL RESOLUTIONS

The purpose of the "Tapi Fruit Processing Limited - Employee Stock Option Plan 2023" ("ESOP - 2023" or "Scheme") is to attract and retain the employees of the Company engaged by the Company on positions of substantial responsibility and to provide additional incentive to such employees for creation of long-term incentive and wealth for such employees. This scheme will help to motivate eligible employees to drive the Company vision and contribute to growth and profitability of the Company.

Accordingly, the Board of Directors of the Company had, at its Meeting held on May 1, 2023, approved the "Tapi Fruit Processing Limited - Employee Stock Option Plan 2023" subject to approval of Members. It was proposed that the Company should adopt a scheme under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), under the name and style of "Tapi Fruit Processing Limited - Employee Stock Option Plan 2023". The Members of the Company, vide their Special Resolutions passed in their Extra-ordinary General Meeting held on May 30, 2023, approved Tapi Fruit Processing Limited - Employee Stock Option Plan 2023. Moreover, the Company has already received the In-principle Approval for Grant of Options and Listing of Shares allotted under the Scheme from the National Stock Exchange of India Limited.

In terms of Section 62(1)(b) of the Companies Act, 2013 ("Act") and rules made thereunder read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), the salient features and other details of the Plan are given as under.

The Board of Directors has, in their Meeting held on August 28, 2023, approved the extending the benefits of the Scheme and granting of Options to eligible employees of Company, and its group companies, including its subsidiary companies and associate companies.

For the purpose of granting options to the eligible employees of the Company, and its group companies, including its subsidiary companies and associate companies, the Resolutions contained at Item No. 3 seek to obtain the member's approval to authorize the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination and Remuneration Committee or any other committee of the Company constituted by the Board to exercise its powers in relation hereto, including the powers conferred by this Resolution and/or such other persons who may be authorized by the Board or the Nomination and Remuneration Committee in this regard) to create, offer, issue and allot equity shares from time to time to eligible employees of the Company, and its group companies, including its subsidiary companies and associate companies.

The main features of "Tapi Fruit Processing Limited - Employee Stock Option Plan 2023" ("ESOP - 2023" or "Scheme") are as under:

1. Brief description of the ESOP - 2023:

ESOP - 2023 contemplates grant of employee stock options to the eligible employees of the Company, and its group companies, including its subsidiary companies and associate companies, as may be determined in due compliance of extant law and provisions of ESOP - 2023. After vesting of options, the option grantee earns a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The Committee of the Company shall supervise and administer the ESOP - 2023. All questions of interpretation of the ESOP - 2023 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the ESOP - 2023.

2. Total number of options to be granted:

A total of 100000 (One Lakh Only) Options would be available for being granted to the eligible employees of the Company, and its group companies, including its subsidiary companies and associate companies under the ESOP - 2023 Scheme. Each option when exercised would be converted into one equity share of face value of Rupees 10.00 (Rupees Ten Only) each fully paid-up.

Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees / Directors or otherwise, would be available for being re-granted at a future date. The Board and/or Nomination and Remuneration Committee is authorized to re-grant such lapsed / cancelled options as per the ESOP - 2023.

In case of any corporate action(s) such as rights issues, bonus issues, or any other reorganization of capital structure of the Company, as the case may be, the number of stock options and/or the shares to be allotted upon exercise of stock options shall be reasonably adjusted in accordance with the provisions of the ESOP - 2023 scheme and in case of subdivision or consolidation of shares then the number of shares and the exercise price shall automatically stand augmented or reduced, as the case may be, after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted stock options under the ESOP - 2023 scheme.

3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

Subject to the Applicable Laws and fulfilment of any other criteria as set forth by the Nomination and Remuneration Committee from time to time, more particularly elaborated under the ESOP - 2023, the following present and future Employee(s) shall be eligible for the issuance of Option(s) under the Scheme:

- (i) Permanent employee of the Company exclusively working in India or outside India; or
- (ii) a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- (iii) an employee as defined in sub-clauses (i) or (ii) above, of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company,

But, does not include;

- (i) an employee who is a Promoter or a natural Person belonging to the promoter group of the Company; or
- (ii) a Director(s) who either himself or through his / her relative or through anybody corporate, directly or indirectly, holds more than 10% (Ten Percent) of the outstanding Share(s) of the Company.

4. Nomination and Remuneration Committee (Compensation Committee):

The Nomination & Remuneration Committee of the Board constituted by the Company pursuant to the provisions of Section 178 of the Companies Act, 2013 is also referred as the 'Compensation Committee' for the administration and superintendence of the ESOP – 2023.

5. The appraisal process for determining the eligibility of employees for the Scheme:

The Nomination and Remuneration Committee takes into consideration the potential contribution of the employee to the critical aspects of the business, strength and competency of the employee.

6. Requirements of vesting and period of vesting:

All the options granted under the ESOP – 2023 would vest at the end of first year from the date of Grant of such Options.

7. Maximum period (subject to regulation 18(1) of the regulations) within which the options shall be vested:

One year from the date of the grant.

8. Exercise price or pricing formula:

Exercise Price shall be as decided by the Committee, subject to a minimum of the face value per share and not more than the market price.

9. Exercise period and process of exercise:

Exercise period – The vested Options shall be allowed for exercise on and from the date of vesting. The Exercise Period of Vested Options shall not exceed 60 (Sixty) days from the date of vesting of the Options.

Process of Exercise – The Option Grantee may, at any time during the Exercise Period, and subject to fulfilment of conditions of Vesting, Exercise of the Options by submitting Exercise Application to the Company accompanied by payment of an amount equivalent to the Exercise Price and applicable tax amount, in respect of such Shares. The Exercise Application shall be in such form as may be prescribed in this regard and the Committee may determine the procedure for Exercise from time to time.

10. Maximum number of options to be issued per employee and in aggregate:

The maximum number of Stock Options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant of the Stock Options or such limit as prescribed under regulation 6(3)(d) of the SEBI (SBE) Regulations applicable for the in being in force. The Committee may decide to grant Stock Options exceeding the above limits, subject to the separate approval of the shareholders in a general meeting. The Committee shall determine the quantum of stock options to be granted under the plan per option holder and in aggregate subject to the ceiling under the plan. The total number of Stock Options to be granted shall not exceed 100000 (One Lakh Only) Stock Options convertible into 100000 (One Lakh Only) Equity Shares.

11. Maximum quantum of benefits to be provided per employee under a Scheme:

The Maximum quantum of benefits underlying the options issued to an eligible employee shall be equal to the difference between the option exercise price and the market price of the shares as on the exercise date.

12. Whether the Scheme is to be implemented and administered directly by the Company or through a trust:

Scheme is to be implemented and administered directly by the Company.

13. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:

Scheme involves new issue of shares by the Company.

14. The amount of loan to be provided for implementation of the Scheme by the company to the trust, its tenure, utilization, repayment terms, etc.:

Not Applicable

15. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme:

Not Applicable

16. A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15:

The Company shall comply with the accounting policies specified in the requirements on the guidance note on accounting for employees share based payments ('Guidance Note') or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including disclosure requirements prescribed therein.

17. The method which the Company shall use to value its options:

To calculate the employee compensation cost, the Company shall use the Intrinsic Value Method or Fair Value Method as per applicable Accounting Standards and other regulatory provisions for valuation of Stock Based Instruments granted. If Intrinsic Value Method is used the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Stock Based Instruments and the impact of this difference on profits and on Earnings Per Share (EPS) of the Company shall also be disclosed in the Board's report.

18. Period of lock-in:

Administrator ("Board or the Nomination and Remuneration Committee or such other committee as constituted by the Board to whom the authority to perform functions for the purpose of this ESOP 2023 has been delegated by the Board, as the case may be") may provide for lock-in of Equity Shares allotted under the ESOP – 2023, for a period not exceeding three years from the date of allotment.

Provided that in the event of death or permanent incapacity of an employee, the requirement of lock-in shall not be applicable from the date of death or permanent incapacity.

Provided further that the determination of 'Permanent Disability' shall be supported by a medical certificate issued by a recognized and reputable medical practitioner identified by the Administrator ("Board or the Nomination and Remuneration Committee or such other committee as constituted by the Board to whom the authority to perform functions for the purpose of this ESOP 2023 has been delegated by the Board, as the case may be"). The determination of 'Permanent Disability' by the Administrator shall be final and binding on the Option Holder(s).

19. Listing of shares:

Subject to the approval of the stock exchanges the relevant equity shares on exercise of the options shall be listed on the stock exchange(s) on which the securities of the Company are listed.

20. Terms & conditions for buyback, if any, of specified securities covered under these regulations:

Not Applicable

21. Certificate from secretarial auditors:

The Board of Directors shall at each annual general meeting place before the shareholders a certificate from the secretarial auditors of the Company that the Scheme has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the Company in the general meeting.

22. Conditions under which Option Vested in Employees May Lapse:

The conditions, circumstances under which options vested in an employee may lapse including termination from employment for misconduct or other reasons shall be decided by the Nomination and Remuneration Committee, more particularly elaborated under the ESOP – 2023.

23. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

- a) In the event an Option Holder(s) ceases to be an Employee, by reason of resignation or termination (other than on account of Cause), the Unvested Option(s) and unexercised Options held by the Option Holder(s) shall lapse forthwith, without any obligations whatsoever on the Company or the Administrator.
- b) In the event of the Retirement of an Option Holder(s) from the employment of the Company, and its group companies, including its subsidiary companies and associate companies at the instance of or with the consent of the Company, and its group companies, including its subsidiary companies and associate companies, then such Option Holder(s) shall continue to hold all Vested Option(s) and can Exercise them anytime within the Exercise Period from the date of Retirement. All Unvested Option(s) shall vest as per the Vesting Schedule. All such Option(s) can be exercised within the Exercise Period.
- c) In the event an Option Holder(s) ceases to be an Employee by reason of termination of employment of the Employee for a Cause or in such situation where there is some dispute going on in any court and/or tribunal for termination for Cause, then all Option(s) (Vested Option(s) and Unvested Option(s)) shall lapse immediately on the date of termination of employment of such Employee.
- d) In the event of Permanent Disability of an Option Holder(s), (1) All Vested Options may be exercised by the Option Holder within the Exercise Period from the date of Permanent Disability (2) All the unvested options shall vest with Option Holder immediately and may be exercised by the Option Holder, within the Exercise Period from the date of Permanent Disability.
- e) In the event of the death of an Option Holder(s), whilst in the employment of the Company, and its group companies, including its subsidiary companies and associate companies;

➤ In case of Vested Options:

- (a) Where a Nominee has been nominated:

All Vested Options may be exercised by the deceased Option Grantee's nominee on submission of Nomination Proof, within the Exercise Period from the date of death.

- (b) Where a Nominee has not been nominated:

All Vested Options may be exercised by the deceased Option Grantee's legal heir(s)/successor(s) on submission of Proof of Succession, within the Exercise Period from the date of death or the date of Succession Proof whichever is later but not later than 1 year from the date of death.

➤ In case of Unvested Options:

- (a) Where a Nominee has been nominated:

All the unvested options shall vest with Grantee's nominee immediately and may be exercised by the deceased Option Grantee's nominee on submission of Nomination Proof, within the Exercise Period from the date of death.

- (b) Where a Nominee has not been nominated:

All the unvested options shall vest with Grantee's legal heir immediately and may be exercised by the deceased Option Grantee's legal heir(s)/ successor(s), within the Exercise Period from the date of death or the date of Succession Proof whichever is later but not later than 1 year from the date of death.

24. Other Terms: The Compensation Committee shall have a right to amend, alter or terminate the ESOP – 2023 ("Variation") at any time, in accordance with the regulations and guidelines as prescribed by the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 or regulations that may be issued by any appropriate authority from time to time, unless such variation, modification or alteration is detrimental to the interest of the Option Holders.

No key managerial personnel, and directors are interested in the scheme and effect thereof except to the extent of the possible grant that may be made to them.

None of the promoters and independent directors are interested in the scheme and effect thereof. The Board of Directors recommends the passing of the Special Resolution as set out in Item No. 3 of the Notice.

Item No. 4:

To approve Contracts/Arrangements with Tapi Wellness Private Limited, Related Party: ORDINARY RESOLUTIONS

Tapi Wellness Private Limited is engaged in the business of manufacturing, developing and dealing in all kinds of nutraceuticals products, nutrition's, minerals, pharmaceuticals, pro biotics, pre biotics, amino acid, biological, healthcare, ayurvedic, vitamins, foods supplements and dietary supplement products etc. However, at present Tapi Wellness Private Limited is not owing any kind of manufacturing facilities and propose to get manufacture the same on outsourced basis. However, Tapi Wellness Private Limited, owing formulation, and proposed to supply special ingredients, if require according to requirement of each products. Tapi Wellness Private Limited also propose to get said products in loose packing and propose to pack said products in own packing and sealing facilities.

Justification for why the proposed transaction is in the interest of the Company;

The Company is continuously trying to leverage its extensive experience to solidify its industry position, by creating new products, entering new product categories and building new brands to capitalize on emerging trends. The Company has expertise under the modern food supplement segment.

The Company intends to increase its research and development efforts on the product attributes that are most valued by its consumers, including taste, nutrition, food-safety and convenience. This would allow the Company to better serve increasing demand from consumers for healthier, tastier and higher quality food products and would enable the Company to further gain market share in the target segment. Nutraceutical gummies and probiotic JAM, Fruit Crush etc. are higher margin segment where there is significant demand and growth potential which is relatively untapped.

Whereas, the Company has manufacturing facilities backed by expertise team, Tapi Wellness Private Limited is engaged exclusively dealing in all kinds of nutraceuticals products, nutritions, minerals, pharmaceuticals, pro biotics, pre-biotics, amino acid, biologicals, healthcare, ayurvedic, vitamins, foods supplements and dietary supplement products etc. Accordingly, the Company has decided to synergy the expertise of both the Companies and decided to enter into long-term Contracts or Arrangements or Transactions with TWPL, for which prior approval of the Audit Committee and Board of Directors of the Company was sought at their respective meeting held on August 28, 2023, whereby Audit Committee and Board of Directors have approved Contracts or Arrangements or Transactions for an aggregate value of up to Rupees 7.50 Crores excluding applicable taxes for FY 2024-2025, in the nature of (i) sale, purchase or supply of any goods or materials, and / or (ii) availing or rendering of any services and / or (iii) selling or otherwise disposing of, or buying, property of any kind and / or (iv) leasing of property of any kind, on such terms and conditions as mentioned in this explanatory statement. Approval from Shareholders is now being sought at this meeting.

The relevant details as required under Rule 15 of the Companies (Meeting of the Board and its Powers) Rules, 2014 are as follows:

Name of the Related Party	Tapi Wellness Private Limited
Name of the Director or Key Managerial Personnel who is related, if any	Mr. Ghanshyambhai Laljibhai Lukhi Mr. Yash Ghanshyambhai Lukhi
Nature of Relationship of the related party with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. Ghanshyambhai Laljibhai Lukhi and Mr. Yash Ghanshyambhai Lukhi has control over TWPL
Tenure of proposed contract	F.Y. 2024-25
The percentage of listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by value of contract	36.57%
Copy of valuation or other external party report, if any	Not Applicable
Monetary Value of the Contract	Rupees 7.50 Crore (excluding GST and other applicable taxes)
Nature/ Type and Material Terms/ Particulars of the contract or arrangement	(i) sale, purchase or supply of any goods or materials, and / or (ii) availing or rendering of any services and / or (iii) selling or otherwise disposing of, or buying, property of any kind and / or (iv) leasing of property of any kind

* Different orders for different products, time to time, maximum Rupees 7.50 Crores estimated for entire year.

None, of the directors and Key Managerial Personnel KMP(s) or their relatives except Mr. Ghanshyambhai Laljibhai Lukhi, Mr. Yash Ghanshyambhai Lukhi, and Mr. Ashokkumar Laljibhai Lukhi and their relatives, are concerned or interested, financial or otherwise, in the aforesaid resolution.

The Board recommends the resolution set out in Item No. 4 be passed as Ordinary Resolutions.

Pursuant to Section 188 of the Companies Act, 2013, members may also note that no related party of the Company shall vote to approve the resolutions No. 4 whether the entity is a related party to the particular transaction or not.

Registered office:

Office No-212 to 214 Sunrise Chambers,
Near Ashok Colony, Mini Bazar, Varachha
Road, Surat, Gujarat - 395 006, India

By order of the Board of Directors
For, **Tapi Fruit Processing Limited**
CIN: U15400GJ2018PLC103201

Date: August 28, 2023

Place: Surat

Kashyapkumar Pandav
Company Secretary

DISCLOSURE UNDER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-II ISSUED BY ICSI FOR ITEM NO. 2:

Name	Mr. Ashokkumar Lukhi
Date of Birth	July 18, 1976
Qualification	B.Com, LLB
Experience - Expertise in specific functional areas - Job profile and suitability	Ashokkumar Laljibhai Lukhi, aged 46 Years, is a Promoter and Whole-Time Director of our Company since incorporation. He possesses a Bachelor of Commerce Degree from University of South Gujarat in 1998 and Bachelor of Law Degree from University of The Veer Narmad South Gujarat in 2012. He presently runs a sole proprietorship firm under the name "Lukhi & Associates" carrying the business of Finance. He has an experience of more than 20 years in the finance. He is currently looking after all the financial and strategic matters of the company.
No. of Shares held as on March 31, 2023	1133853 Equity Shares
Terms & Conditions	No change in the existing terms and conditions
Remuneration Last Drawn	INR 6,000.00 Hundred
Remuneration sought to be paid	Not Applicable
Number of Board Meetings attended during the Financial Year 2022-23	17 out of 18
Date of Original Appointment	July 10, 2018
Date of Appointment in current terms	July 16, 2022
Directorships held in public companies including deemed public companies	Nil
Memberships / Chairmanships of committees of public companies*	1 Membership
Inter-se Relationship with other Directors.	Brother of Mr. Ghanshyambhai Laljibhai Lukhi, Managing Director Uncle of Mr. Yash Ghanshyambhai Lukhi, Whole-Time Director

* Includes only Audit Committee and Stakeholders' Grievances and Relationship Committee.

Registered office:
Office No-212 to 214 Sunrise Chambers,
Near Ashok Colony, Mini Bazar, Varachha
Road, Surat, Gujarat - 395 006, India

By order of the Board of Directors
For, **Tapi Fruit Processing Limited**
CIN: U15400GJ2018PLC103201

Date: August 28, 2023
Place: Surat

Kashyapkumar Pandav
Company Secretary

NOTES