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TAPI FRUIT PROCESSING LIMITED
www.tapifood.com | E-mail : cs@tapifood.com | CIN:L10790GJ2018PLC103201

Date: August 31, 2026

To,
National Stock Exchange of India Limited
'Exchange Plaza', C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Dear Sir,

Sub: Submission of Notice of 8th Annual general meeting

Reference: TAPI FRUIT PROCESSING LIMITED (SYMBOL: TAPIFRUIT)

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Notice of Annual General Meeting dated August 27, 2026 ("the Notice") together with the Explanatory Statement seeking approval of the members of the Company for resolutions as set out in the notice, in respect of 8th Annual General Meeting of the Members of Tapi Fruit Processing Limited ("the Company") to be held on Saturday, September 26, 2026 at 11:00 A.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

The Notice is being sent only through electronic mode to the members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email id is registered with the Company/Depositories, as on Friday, August 21, 2026.

The Company has engaged the services of National Securities Depository Limited ("NSDL"), for providing remote e-voting facility to all members. The e-voting facility will be available during the following period:

Commencement of e-voting: 9:00 a.m. (IST) on Wednesday, September 23, 2026

End of e-voting: 5:00 p.m. (IST) on Friday, September 25, 2026

The Notice is also available on the Company's website at www.tapifood.com.

The facility for voting through electronic voting system shall also be made available during the AGM and the Members attending the AGM and holding shares as on the cut-off date being the day of Saturday, September 19, 2026 and who have not already cast their vote by remote e-voting, shall be able to exercise their right to vote at the AGM.

Request you to please take the same on your records.

Thanking You,

For, **Tapi Fruit Processing Limited**

KASHYAPKUMAR NAGJIBHAI PANDAV
Digitally signed by KASHYAPKUMAR NAGJIBHAI PANDAV
Date: 2026.08.31 14:16:14 +05'30'

TAPI FRUIT PROCESSING LIMITED
Tapi
SURAT

Kashyapkumar Pandav
Company Secretary & Compliance Officer

Place: Surat

NOTICE OF 8TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighth (8th) Annual General Meeting (AGM) of the Members of Tapi Fruit Processing Limited will be held on Saturday, September 26, 2026 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSES:

1. To consider and adopt (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2026 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, 2026 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, 2026 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, 2026 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

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

Explanation: Based on the terms of appointment, other than Managing Director, are subject to retirement by rotation. Mr. Ashokkumar Laljibhai Lukhi (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 Laljibhai Lukhi (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 Laljibhai Lukhi (06704408) as such, to the extent that he is required to retire by rotation."

SPECIAL BUSINESSES:

3. 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, as specified in the explanatory statement annexed to this notice and on such terms and conditions as the Board of Directors (including its committees) may deem fit, up to a maximum aggregate value of defined in the explanatory statement, provided that the said contract(s) /arrangement(s)/transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business 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."

4. Remuneration payable to Mr. Ghanshyam Laljibhai Lukhi (DIN: 06704416), Managing Director of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, the relevant provision of the Articles of Association of the Company and other applicable Regulations if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other statutory modification(s) or re-enactment thereof, the approval of the Members of the Company be and is hereby accorded to the remuneration payable to Mr. Ghanshyam Laljibhai Lukhi (DIN: 06704416), Managing Director (KMP) of the Company, for the period from 01.04.2027 to 15.07.2027, the remaining tenure of his existing appointment, with liberty to the Board of Directors or Nomination & Remuneration Committee, to alter and vary the terms and conditions of the appointment and remuneration payable within the maximum limits as per details given in the Explanatory Statement and as may be agreed to, by and between the Board of Directors and Mr. Ghanshyam Laljibhai Lukhi.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of services of Mr. Ghanshyam Laljibhai Lukhi as Managing Director, the payment of managerial remuneration shall be governed by the limits as specified under Schedule V of the Companies Act, 2013 or under any other applicable provisions of the Companies Act, 2013 as may be amended from time to time or any statutory re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company and to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard."

5. Remuneration payable to Mr. Ashokkumar Laljibhai Lukhi (DIN: 06704408), Whole-time Director of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, the relevant provision of the Articles of Association of the Company and other applicable Regulations if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other statutory modification(s) or re-enactment thereof, the approval of the Members of the Company be and is hereby accorded to the remuneration payable to Mr. Ashokkumar Laljibhai Lukhi (DIN: 06704408), Whole Time Director (KMP) of the Company, for the period from 01.04.2027 to 15.07.2027, the remaining tenure of his existing appointment, with liberty to the Board of Directors or Nomination & Remuneration Committee, to alter and vary the terms and conditions of the appointment and remuneration payable within the maximum limits as per details given in the Explanatory Statement and as may be agreed to, by and between the Board of Directors and Mr. Ashokkumar Laljibhai Lukhi.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of services of Mr. Ashokkumar Laljibhai Lukhi as Whole-time Director, the payment of managerial remuneration shall be governed by the limits as specified under Schedule V of the Companies Act, 2013 or under any other applicable provisions of the Companies Act, 2013 as may be amended from time to time or any statutory re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company and to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard."

6. To re-appoint Mr. Ghanshyam Laljibhai Lukhi (DIN: 06704416) as Managing Director of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197,198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the said Act and the Rules made, thereunder, wherever applicable and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, consent of the members be and is hereby accorded to reappoint Mr. Ghanshyam Laljibhai Lukhi (DIN: 06704416) as Managing Director of the Company, whose office shall not be liable to retirement by rotation, for a further period of three years w.e.f. July 16, 2027 to July 15, 2030 on the terms and conditions including the remuneration as set out in the explanatory statement annexed to the Notice convening this meeting.

FURTHER RESOLVED THAT where in any financial year, during the tenure of Mr. Ghanshyam Laljibhai Lukhi (DIN: 06704416), the Managing Director of the Company, if the Company has no profits or its profits are inadequate, the Company will pay minimum remuneration as set out in the explanatory statement subject to provisions of Schedule V of the Act and the requisite approvals from relevant authority, if any, as may be required.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to alter, amend, vary or modify the said terms and conditions of remuneration of Mr. Ghanshyam Laljibhai Lukhi (DIN: 06704416), Managing Director, as it may deem proper from time to time, subject to the limits set out in the existing applicable Section 197 read with Schedule V of the Companies Act, 2013 and in the event of any statutory amendment, modification or relaxation by the Central Government to Section 197 and/or Schedule V of the Companies Act, 2013, the Board of Directors of the Company, be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, etc. within such prescribed limit or ceiling subject to necessary approvals.

RESOLVED FURTHER THAT the Board of Directors or any KMP of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution"

7. To re-appoint Mr. Ashokkumar Laljibhai Lukhi (DIN: 06704408) as Whole-time Director of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197,198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the said Act and the Rules made, thereunder, wherever applicable and the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, consent of the members be and is hereby accorded to reappoint Mr. Ashokkumar Laljibhai Lukhi (DIN: 06704408) as Whole-time Director of the Company of the Company, whose office shall be liable to retirement by rotation, for a further period of three years w.e.f. July 16, 2027 to July 15, 2030 on the terms and conditions including the remuneration as set out in the explanatory statement annexed to the Notice convening this meeting.

FURTHER RESOLVED THAT where in any financial year, during the tenure of Mr. Ashokkumar Laljibhai Lukhi (DIN: 06704408), the Whole-time Director of the Company, if the Company has no profits or its profits are inadequate, the Company will pay minimum remuneration as set out in the explanatory statement subject to provisions of Schedule V of the Act and the requisite approvals from relevant authority, if any, as may be required.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to alter, amend, vary or modify the said terms and conditions of remuneration of Mr. Ashokkumar Laljibhai Lukhi (DIN: 06704408), Whole-time Director, as it may deem proper from time to time, subject to the limits set out in the existing applicable Section 197 read with Schedule V of the Companies Act, 2013 and in the event of any statutory amendment, modification or relaxation by the Central Government to Section 197 and/or Schedule V of the Companies Act, 2013, the Board of Directors of the Company, be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, etc. within such prescribed limit or ceiling subject to necessary approvals.

RESOLVED FURTHER THAT the Board of Directors or any KMP of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution"

8. To re-appoint Mr. Yash Ghanshyambhai Lukhi (DIN: 09476684) as Whole-time Director of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197,198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the said Act and the Rules made, thereunder, wherever applicable and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, consent of the members be and is hereby accorded to reappoint Mr. Yash Ghanshyambhai Lukhi (DIN: 09476684) as Whole-time Director of the Company of the Company, whose office shall be liable to retirement by rotation, for a further period of three years w.e.f. August 03, 2027 to August 02, 2030 on the terms and conditions including the remuneration as set out in the explanatory statement annexed to the Notice convening this meeting.

FURTHER RESOLVED THAT where in any financial year, during the tenure of Mr. Yash Ghanshyambhai Lukhi (DIN: 09476684, the Whole-time Director of the Company, if the Company has no profits or its profits are inadequate, the Company will pay minimum remuneration as set out in the explanatory statement subject to provisions of Schedule V of the Act and the requisite approvals from relevant authority, if any, as may be required.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to alter, amend, vary or modify the said terms and conditions of remuneration of Mr. Yash Ghanshyambhai Lukhi (DIN: 09476684, Whole-time Director, as it may deem proper from time to time, subject to the limits set out in the existing applicable Section 197 read with Schedule V of the Companies Act, 2013 and in the event of any statutory amendment, modification or relaxation by the Central Government to Section 197 and/or Schedule V of the Companies Act, 2013, the Board of Directors of the Company, be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, etc. within such prescribed limit or ceiling subject to necessary approvals.

RESOLVED FURTHER THAT the Board of Directors or any KMP of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution"

9. To re-appoint Mr. Kamleshkumar Narmdashankar Pandya (DIN: 09655572) as an Independent Director of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mr. Kamleshkumar Narmdashankar Pandya (DIN: 09655572), who holds office as an Independent Director up to July 17, 2027, be and is hereby reappointed as an Independent Director, not liable to retire by rotation, for a second term of five years with effect from July 18, 2027 to July 17, 2032.

RESOLVED FURTHER THAT the Board of Directors or any KMP of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company including to furnish a certified copy of this resolution and filing the requisite forms or submitting documents with any authority."

10. To re-appoint Mrs. Rekha Hasmukh Shah (DIN: 09657830) as an Independent Director of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and applicable provisions of Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mrs. Rekha Hasmukh Shah (DIN: 09657830), who holds office as an Independent Director up to July 17, 2027, be and is hereby reappointed as an Independent Director, not liable to retire by rotation, for a second term of five years with effect from July 18, 2027 to July 17, 2032.

RESOLVED FURTHER THAT the Board of Directors or any KMP of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company including to furnish a certified copy of this resolution and filing the requisite forms or submitting documents with any authority."

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: L10790GJ2018PLC103201

Date: August 27, 2026
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 dispended 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 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder", and General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 02/2021 dated January 13, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 09/2023 dated September 25, 2023,General Circular No. 09/2024 dated September 19, 2024 and General circular No. 03/2025 dated September 22, 2025 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. 17 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 Nos. 3 to 10 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, Proprietor of P N Vekariya & Associates, Practicing Company Secretary (Membership No. FCS: 14255; CP No: 10858), being Secretarial Auditor for F.Y. 2025-26, issued a certificate confirming that the Tapi Fruit Processing Limited - Employee Stock Option Plan 2023 has been implemented in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 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. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 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. Saturday, September 19, 2026, 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 MCA Circulars and SEBI Circular, the Notice of AGM along with Annual Report 2025-26 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 2025-26 has been uploaded on the website of the Company at www.tapifood.com. The Notice of AGM along with Annual Report 2025-26 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 Tuesday, September 15, 2026 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. **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 MCA, 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. Saturday, September 19, 2026, 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. Saturday, September 19, 2026, 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 Wednesday, September 23, 2026 and will end on 05:00 P.M. on Friday, September 25, 2026. 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. Saturday, September 19, 2026.

    vi. The Company has appointed CS Praful N. Vekariya, Proprietor of P N Vekariya & Associates, Practicing Company Secretary (Membership No. FCS: 14255; 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.	A. 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 or joining virtual meeting & voting during the meeting. B. 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 or joining virtual meeting & voting during the meeting. C. 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 D. 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 or joining virtual meeting & voting during the meeting. E. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service

Type of shareholders	Login Method
	Providers, so that the user can visit the e-Voting service providers' website directly. 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. 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.
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 or joining virtual meeting & voting during the meeting.

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. 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***

E. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user 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 and join General Meeting on NSDL e-Voting system:

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 pnvekariya12@gmail.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.

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 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 at evoting@nsdl.com

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 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 at toll free no. 1800-21-09911

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

1) Member will be provided with a facility to attend the EGM/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" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join 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	**NSDL** **Email:** evoting@nsdl.co.in NSDL help desk 022 - 4886 7000
Scrutinizer	**Mr. Praful N. Vekariya, Proprietor of P N Vekariya & Associates, Practicing Company Secretary** **Email:** pnvekariya12@gmail.com; **Mob. 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:

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

Tapi Wellness Private Limited, subsidiary of the Company is engaged in the business of manufacturing, developing and dealing in all kinds of neutraceuticals products, nutrition's, minerals, pharmaceuticals, pro biotics, pre biotics, amino acid, biological, healthcare, ayurvedic, vitamins, foods supplements and dietary supplement products etc. However, Tapi Wellness Private Limited, owing formulation, and proposed to supply special ingredients, if require according to requirement of each product. Tapi Wellness Private Limited also proposes 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.

Pursuant to the provisions of related party transaction under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any amendments thereto, all related party transactions that exceeds Rs. 50 Crore (Rupees Fifty Crores Only) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the SME listed entity, whichever is lower shall be termed as Material Related Party Transactions and shall require prior approval of shareholders.

Whereas, the Company has manufacturing facilities backed by expertise team, Tapi Wellness Private Limited is engaged exclusively dealing in all kinds of neutraceuticals 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 27, 2026, whereby Audit Committee and Board of Directors have approved Contracts or Arrangements or Transactions for an aggregate value of up to Rupees 30.00 Crores excluding applicable taxes for FY 2027-2028, 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 information as required under the RPT Industry Standards read with the Companies Act and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 made thereunder and SEBI Listing Regulations for the approval of Material Related Party Transactions;

	Particulars of the information	Information provided by the Management
A. Details of the related party and transactions with the related party		
A (1) Basic details of the Related Party Transaction		
1	Name of the related party	Tapi Wellness Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Tapi Wellness Private Limited is engaged in business of Manufacturing of Nutraceutical Product.
A (2) Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Tapi Wellness Private Limited is a subsidiary Company of Tapi Fruit Processing Limited ("Company").
	a) Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company held 8000 shares in the Tapi Wellness Private Limited.
	b) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
	c) Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
A (3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed	Rupees 4,02,014.72 Hundred

	entity or subsidiary with the related party during the last financial year.	
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rupees 86,814.69 Hundred
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	Not Applicable
A (4) Amount of the proposed transactions		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rupees 30.00 Crores
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	105.16%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	NA
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	705.98%
6	Financial performance of the related party for the immediately preceding financial year (FY 2025-26)	**Particulars** / **FY 2025-26 (Rs. in Lakh)** Revenue from operations: 424.94 Other income: 0.00 Profit After Tax: 13.32 Net worth: 35.86
A (5) Basic details of the proposed transaction		
1	Specific type of the proposed transaction	(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
2	Details of each type of the proposed transaction	(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
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 years For FY 2027-28
4	Whether omnibus approval is being sought?	No
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rupees 30.00 Crore (excluding GST and other applicable taxes).
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	In order to pursue business, the Company regularly executes transactions with related parties. These business opportunities support in furtherance of the revenue and profitability of the Company. Business synergy, operational efficiency, utilization of expertise of both entities
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Mr. Ghanshyam Laljibhai Lukhi and Mr. Yash Ghanshyambhai Lukhi has control over TWPL

	a. Name of the director / KMP	Mr. Ghanshyam Laljibhai Lukhi and Mr. Yash Ghanshyambhai Lukhi along with their relatives.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Yash Ghanshyambhai Lukhi held 500 Equity Share i.e. 5% of Paid-up Share capital of Tapi Wellness Private Limited
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	All relevant information forms a part of this explanatory statement setting out material facts.
B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	No bidding or other processes are applied to choose a party.
2	Basis of determination of price.	The pricing for the proposed transactions shall be determined based on prevailing market rates, comparable third-party quotations, industry benchmarks and/or cost-plus methodology, as applicable.
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	
4	Any other information that may be relevant	All relevant information forms a part of this explanatory statement setting out material facts.

Other Information to be provided to the shareholders for approval of Material RPTs

1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Yes
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	As above
3	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificates issued by the Managing Director and CFO of the Company, as required under the RPT Industry Standards
4	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The material RPT has been approved by the Audit Committee, and the Board of Directors recommend the proposed transaction(s) to the Members for approval.
5	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not applicable
6	Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making	Not applicable
7	Any other information that may be relevant	No other information is considered relevant.

* Different orders for different products, time to time, maximum Rupees 30.00 Crores estimated for entire year.

None, of the directors and Key Managerial Personnel KMP(s) or their relatives except Mr. Ghanshyam 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. 3 be passed as Ordinary Resolutions.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Item No. 4 & 5:

Remuneration payable to Mr. Ghanshyam Laljibhai Lukhi (DIN: 06704416), Managing Director and Mr. Ashokkumar Laljibhai Lukhi (DIN: 06704408), Whole-time Director of the Company:

Mr. Ghanshyam Laljibhai Lukhi (DIN: 06704416) has been appointed as a Managing Director of the Company for the period of 5 years from July 16, 2022 and Mr. Ashokkumar Laljibhai Lukhi (DIN: 06704408) has been appointed as a Whole-time Director of the Company for the period of 5 years from July 16, 2022 along with remuneration payable on appointment for the period commencing from July 16, 2022 to July 16, 2025. Payment of Remuneration to Mr. Ghanshyam Laljibhai Lukhi (DIN: 06704416) is also approved by member on August 03, 2022. Moreover, the approval of the members is also obtained for remuneration payable to him for the financial years 2025-26 till 2026-27 in Annual General Meeting of the company held on 26.09.2025. Hence, the approval of the members is required for remuneration payable to him for the period 01.04.2027 to 15.07.2027, the remaining tenure of his existing appointment.

Looking to the responsibilities undertaken and contributions made by the aforesaid Directors Mr. Ghanshyam Laljibhai Lukhi (DIN: 06704416), Managing Director and Mr. Ashokkumar Laljibhai Lukhi (DIN: 06704408), Whole-time Director of the company in development & growth of the Company and taking into consideration the expanded scale of operations and the overall increase in management responsibilities and such other qualities which they developed during the tenure of their respective offices, as recommended by Nomination and Remuneration Committee, the Board of Directors at their meeting held on August 27, 2026 had approved of remuneration to be paid for the period 01.04.2027 to 15.07.2027 on the following terms and conditions as stated below.

Pursuant to provision of section 197 and Schedule V of the Companies Act, 2013 the payment remuneration of Executive Directors requires approval of shareholders by way of special resolution.

Mr. Ghanshyam Laljibhai Lukhi, Mr. Ashokkumar Laljibhai Lukhi and Mr. Yash Ghanshyambhai Lukhi are interested in the resolution/s set out at Item Nos. 4 and 5 of the Notice respectively. Their relatives may also be deemed to be interested in the respective resolutions, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

A combined statement containing therein information as required under Schedule V of the Companies Act, 2013 including abstract of the terms of remuneration is provided hereunder.

Your Directors recommend the special resolutions at Item Nos. 4 & 5 for your approval.

MANAGERIAL REMUNERATION PAYABLE TO THE MANAGERIAL PERSONNEL FOR THE PERIOD 01.04.2027 TO 15.07.2027:

1. Mr. Ghanshyam Laljibhai Lukhi

A. Remuneration:

Basic Salary: Not exceeding Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month with such increments as the Board may decide from time to time subject however to a ceiling of Rs. 5,00,000/- (Rupees Five Lakh only) per month as Basic Salary.

B. Perquisites:

Medical Allowance: Reimbursement of all expenses incurred for self and family at actual (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per Company policy, subject to maximum of Rs. 15000/- (Rupees Fifteen Thousand Only) per annum.

Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the policy of the Company.

Conveyance Allowance: Not exceeding of Rs. 19,200/- (Rupees Nineteen Thousand and Two Hundred Only) per annum.

Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.

Any other one time / periodic retirement allowances / benefits as may be decided by the Board at the time of retirement.

C. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made there under, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

2. Mr. Ashokkumar Laljibhai Lukhi

A. Remuneration:

Basic Salary: Not exceeding Rs. 75,000/- (Rupees Seventy Five Thousand Only) per month with such increments as the Board may decide from time to time subject however to a ceiling of Rs. 1,00,000/- (Rupees One Lakh only) per month as Basic Salary.

B. Perquisites:

Medical Allowance: Reimbursement of all expenses incurred for self and family at actual (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per Company policy, subject to maximum of Rs. 15000/- (Rupees Fifteen Thousand Only) per annum.

Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the policy of the Company.

Conveyance Allowance: Not exceeding of Rs. 19,200/- (Rupees Nineteen Thousand and Two Hundred Only) per annum.

Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.

Any other one time / periodic retirement allowances / benefits as may be decided by the Board at the time of retirement.

C. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made there under, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

Item No. 6:

Mr. Ghanshyam Laljibhai Lukhi (DIN: 06704416) was appointed as Managing Director of the Company for a period of five years with effect from July 16, 2022. His term is valid up to July 15, 2027. The Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on August 27, 2026, had unanimously recommended, subject to approval of the shareholders, the reappointment of Mr. Ghanshyam Laljibhai Lukhi (DIN: 06704416) as the Managing Director for a further term of three years w.e.f. July 16, 2027 to July 15, 2030, whose office shall not be liable to retirement by rotation.

Mr. Ghanshyam Laljibhai Lukhi is not disqualified from being re-appointed as a Managing Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be re-appointed as a Managing Director of the Company. He satisfies all the conditions set out in Section 196(3) of the said Act and Section II of Part-II of Schedule V thereof and hence, is eligible for re-appointment. He is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Pursuant to the provision of Sections 196, 197 and Schedule V of the Companies Act, 2013, approval of members by way of Special resolution is sought for appointment and payment of remuneration to Mr. Ghanshyam Laljibhai Lukhi, Managing Director.

Main terms & conditions of appointment and remuneration & perquisites payable to Managing Director are as under:

A. Remuneration:

Basic Salary: Not exceeding Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month with such increments as the Board may decide from time to time subject however to a ceiling of Rs. 5,00,000/- (Rupees Five Lakh only) per month as Basic Salary.

B. Perquisites:

Medical Allowance: Reimbursement of all expenses incurred for self and family at actual (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per Company policy, subject to maximum of Rs. 15000/- (Rupees Fifteen Thousand Only) per annum.

Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the policy of the Company.

Conveyance Allowance: Not exceeding of Rs. 19,200/- (Rupees Nineteen Thousand and Two Hundred Only) per annum.

Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.

Any other one time / periodic retirement allowances / benefits as may be decided by the Board at the time of retirement.

C. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made there under, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law

A combined statement containing therein information as required under Schedule V of the Companies Act, 2013 including abstract of the terms of remuneration is provided hereunder.

Your Directors recommend the special resolutions at Item Nos. 6 for your approval.

Item No. 7:

Mr. Ashokkumar Laljibhai Lukhi (DIN: 06704408) was appointed as Whole-time Director of the Company for a period of five years with effect from July 16, 2022. His term is valid up to July 15, 2027. The Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on August 27, 2026, had unanimously recommended, subject to approval of the shareholders, the reappointment of Mr. Ashokkumar Laljibhai Lukhi (DIN: 06704408) as the Whole-time Director for a further term of three years w.e.f. July 16, 2027 to July 15, 2030, whose office shall be liable to retirement by rotation.

Mr. Ashokkumar Laljibhai Lukhi (DIN: 06704408) is not disqualified from being re-appointed as a Whole-time Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be re-appointed as a Whole-time Director of the Company. He satisfies all the conditions set out in Section 196(3) of the said Act and Section II of Part-II of Schedule V thereof and hence, is eligible for re-appointment. He is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Pursuant to the provision of Sections 196, 197 and Schedule V of the Companies Act, 2013, approval of members by way of Special resolution is sought for appointment and payment of remuneration to Mr. Ashokkumar Laljibhai Lukhi, Whole-time Director.

Main terms & conditions of appointment and remuneration & perquisites payable to Whole-time Director are as under:

A. Remuneration:

Basic Salary: Not exceeding Rs. 75,000/- (Rupees Seventy Five Thousand Only) per month with such increments as the Board may decide from time to time subject however to a ceiling of Rs. 2,00,000/- (Rupees Two Lakh only) per month as Basic Salary.

B. Perquisites:

Medical Allowance: Reimbursement of all expenses incurred for self and family at actual (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per Company policy, subject to maximum of Rs. 15000/- (Rupees Fifteen Thousand Only) per annum.

Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the policy of the Company.

Conveyance Allowance: Not exceeding of Rs. 19,200/- (Rupees Nineteen Thousand and Two Hundred Only) per annum.

Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.

Any other one time / periodic retirement allowances / benefits as may be decided by the Board at the time of retirement.

C. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made there under, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

A combined statement containing therein information as required under Schedule V of the Companies Act, 2013 including abstract of the terms of remuneration is provided hereunder.

Your Directors recommend the special resolutions at Item Nos. 7 for your approval.

Item No. 8:

Mr. Yash Ghanshyambhai Lukhi (DIN: 09476684) was appointed as Whole-time Director of the Company for a period of five years with effect from August 03, 2022. His term is valid up to August 02, 2027. The Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on August 27, 2026, had unanimously recommended, subject to approval of the shareholders, the reappointment of Mr. Yash Ghanshyambhai Lukhi (DIN: 09476684) as the Whole-time Director for a further term of three years w.e.f. August 03, 2027 to August 02, 2030, whose office shall be liable to retirement by rotation.

Mr. Yash Ghanshyambhai Lukhi (DIN: 09476684) is not disqualified from being re-appointed as a Whole-time Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be re-appointed as a Whole-time Director of the Company. He satisfies all the conditions set out in Section 196(3) of the said Act and Section II of Part-II of Schedule V thereof and hence, is eligible for re-appointment. He is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Pursuant to the provision of Sections 196, 197 and Schedule V of the Companies Act, 2013, approval of members by way of Special resolution is sought for appointment and payment of remuneration to Mr. Yash Ghanshyambhai Lukhi, Whole-time Director.

Main terms & conditions of appointment and remuneration & perquisites payable to Whole-time Director are as under:

A. Remuneration:

Basic Salary: Nil.

B. Perquisites: Nil

Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the policy of the Company.

A combined statement containing therein information as required under Schedule V of the Companies Act, 2013 including abstract of the terms of remuneration is provided hereunder.

Your Directors recommend the special resolutions at Item Nos. 8 for your approval.

COMBINED STATEMENT CONTAINING INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013 FOR ITEM NO. 4,5,6,7&8.

GENERAL INFORMATION:

1. **Nature of industry**: The Company is engaged in Manufacturing of Fruit and Food Products.
2. **Date or expected date of commencement of commercial production:** The Company was incorporated in the year 2018 and started its business since then.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**: Not applicable
4. **Financial performance:** (INR In Hundred)

Particular	31.03.2026	31.03.2025
Revenue from operation	24,27,764.87	17,49,760.90
Other Income	11,517.7	9,020.98
Total Income	24,28,916.64	17,58,781.88
Profit before Depreciation, Interest & Tax [PBDITA]	1,48,615.13	(68,061.28)
Net Profit for the year	(1,81,529.97)	(1,57,227.64)

5. **Foreign investments or collaboration**: Nil

INFORMATION ABOUT THE MANAGING DIRECTOR & WHOLE TIME DIRECTOR:

1. **Background details:**

   Mr. Ghanshyam Laljibhai Lukhi, Mr. Ashokkumar Laljibhai Lukhi and Mr. Yash Ghanshyambhai Lukhi have vast experience in the field of Manufacturing of Fruit and food product and related product.

2. **Past Remuneration**

   For the Financial Year 2025–26, the remuneration paid to Mr. Ghanshyam Laljibhai Lukhi, Mr. Ashokkumar Laljibhai Lukhi and Mr. Yash Ghanshyambhai Lukhi was Rupees 18.00 lakhs, Rupees 6.00 lakhs and Nil respectively.

3. **Job profile and their suitability:**

   Mr. Ghanshyam Laljibhai Lukhi have played a pivotal role in the growth and development of the Company and is responsible for creating the overall vision of the Company and is actively involved in all techno-commercial departments. Mr. Ashokkumar Laljibhai Lukhi have currently looking after all the financial and strategic matters of the company. Mr. Yash Ghanshyambhai Lukhi is responsible for leading and overseeing the Company's Business Development, new business initiatives and Nutraceutical business vertical. His responsibilities include identifying and developing new domestic and international business opportunities, strengthening customer and strategic business relationships, exploring new markets and channels, and supporting the Company's growth and expansion plans. Mr. Yash Ghanshyambhai Lukhi holds a Bachelor of Technology in Food Technology and Management. His educational background provides him with relevant technical and managerial knowledge in the food-processing sector and supports his involvement in product development, innovation and new business initiatives. All three member shall exert their full time energy to their respective duties and they shall be responsible for developing and recommending to the board, the business plan and staffing plan.

4. **Award/ Recognition Received:**

   No awards/recognition has been received during the year.

5. **Remuneration proposed:**

   Abstracts of terms of Managerial Remuneration payable to the Directors are given in the subsequent paras.

6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

   Remuneration proposed to Mr. Ghanshyam Laljibhai Lukhi, Mr. Ashokkumar Laljibhai Lukhi and Mr. Yash Ghanshyambhai Lukhi are based on their experience, job profile and responsibilities. No comparable data of remuneration in industry is available with us for similar size and business.

7. **Pecuniary relationship directly or indirectly with the company or relationship with the Managerial Personnel, if any:**

   The details of shares held in the Company by Mr. Ghanshyam Laljibhai Lukhi, Mr. Ashokkumar Laljibhai Lukhi and Mr. Yash Ghanshyambhai Lukhi, their relatives and the entities in which they are interested are as under:

Sr. No.	Name of Director & his relatives	No. of shares held	% of total no. of shares
1	Ghanshyam Laljibhai Lukhi	1672647	38.89%
2	Ashokkumar Laljibhai Lukhi	1133853	26.37%
3	Lukhi Ushaben Ghanshyambhai	5000	0.12%
4	Shweta Ashokkumar Lukhi	5000	0.12%
5	Laljibhai Shamjibhai Lukhi Alias Patel	5000	0.12%
6	Yash Ghanshyambhai Lukhi	5000	0.12%

OTHER INFORMATION:

Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement, Expected increase in productivity and profits in measurable terms:

Company is in growing phase which requires Substantive Working Capital which has direct impact on the Profit of the Company. The Company has initiated certain steps such as better product mix, launch new product, cost control, borrowing at cheaper rates, and improving efficiency etc. The company is exploring various alternatives to augment additional working capital requirement to scale up the operations. The company has chalked out ambitious growth plans to scale up operations and profitability.

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms. The company has all infrastructures ready to scale the operations.

Item No. 9:

Mr. Kamleshkumar Narmdashankar Pandya (DIN: 09655572) was appointed as Independent Director of the Company for his first term of 5 (five) consecutive years w.e.f. 18th July, 2022 by the shareholders in the Extra Ordinary General Meeting held on 28th July, 2022 and his tenure will be expiring on 17th July, 2027.

The Board of Directors, taking into consideration the recommendations of Nomination and Remuneration Committee Meeting held on August 27, 2026 and considering his background, experience and contribution made by he during his tenure as Independent Director and after the performance evaluation the Board feels that the continued association of Mr. Kamleshkumar Narmdashankar Pandya (DIN: 09655572) would be beneficial in the interest of Company as Independent Director. Therefore, the Board recommends his reappointment for his 2nd term of a further period of 5 consecutive years effective from 18th July, 2027. The consent of Mr. Kamleshkumar Narmdashankar Pandya for his appointment along with declaration that he meets the criteria of Independence U/s 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") have been received.

Brief resume of Mr. Kamleshkumar Narmdashankar Pandya (DIN: 09655572), nature of his expertise and name of the companies in which he hold Directorship(s) and Membership(s)/Chairmanship(s) of Board/ Committee, shareholding and relationship between Directors inter-se as stipulated under Listing Regulations have been provided in the annexure to this Notice.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested financially or otherwise in the resolution set out at Item No. 9 of the Notice.

The Board of Directors of the Company recommends the resolution set-out at Item No. 9 for approval of the Members as a Special Resolution.

Item No. 10:

Mrs. Rekha Hasmukh Shah (DIN: 09657830) was appointed as Independent Director of the Company for her first term of 5(five) consecutive years w.e.f. 18th July, 2022 by the shareholders in the Extra Ordinary General Meeting held on 28th July, 2022 and her tenure will be expiring on 17th July, 2027.

The Board of Directors, taking into consideration the recommendations of Nomination and Remuneration Committee Meeting held on August 27, 2026 and considering her background, experience and contribution made by her during her tenure as Independent Director and after the performance evaluation the Board feels that the continued association of Mrs. Rekha Hasmukh Shah (DIN: 09657830) would be beneficial in the interest of Company as Independent Director. Therefore, the Board recommends her reappointment for her 2nd term of a further period of 5 consecutive years effective from 18th July, 2027. The consent of Mrs. Rekha Hasmukh Shah for her appointment along with declaration that she meets the criteria of Independence U/s 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") have been received.

Brief resume of Mrs. Rekha Hasmukh Shah (DIN: 09657830), nature of her expertise and name of the companies in which she hold Directorship(s) and Membership(s)/Chairmanship(s) of Board/ Committee, shareholding and relationship between Directors inter-se as stipulated under Listing Regulations have been provided in the annexure to this Notice.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested financially or otherwise in the resolution set out at Item No. 10 of the Notice.

The Board of Directors of the Company recommends the resolution set-out at Item No. 10 for approval of the Members as a Special Resolution.

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

Date: August 27, 2026
Place: Surat

By order of the Board of Directors
For, **Tapi Fruit Processing Limited**
CIN: L10790GJ2018PLC103201

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. 2,6,7,8,9&10:

Name	Mr. Ashokkumar Laljibhai Lukhi	Mr. Ghanshyam Laljibhai Lukhi	Mr. Yash Ghanshyambhai Lukhi
DIN	06704408	06704416	09476684
Date of Birth	July 18, 1976	September 12, 1974	April 06, 1999
Qualification	B.Com, LLB	B.sc, M.sc, LLB	B. Tech (Food Technology and Management)
Experience - Expertise in specific functional areas - Job profile and suitability	Ashokkumar Laljibhai Lukhi, aged 50 Years, is a Promoter and Director of the 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.	Ghanshyambhai Laljibhai Lukhi, aged 51 years, is a Promoter and Director of the Company since incorporation. He possesses Bachelor's Degree in Science from South Gujarat University, Master's Degree in Organic Chemistry from South Gujarat University and Bachelors Degree in Law (General) from The Veer Narmad South Gujarat, Surat. He has over 25 years of experience in the food processing industry. At the Company, he has played a pivotal role in the growth and development of the Company and is responsible for creating the overall vision of the Company and is actively involved in all techno-commercial departments.	Yash Ghanshyambhai Lukhi, aged 26 years, is a Wholetime Director of our Company since August 03, 2022. He has completed his graduation in Bachelor of Technology (Food Technology and Management) in 2021 from National Institute of Food Technology Entrepreneurship and Management, Delhi. He has joined our Company as a Head - Business Development since April 2020 and has experience of 6 years. He is currently responsible to look after Research and Development and Business Development of our Company.
No. of Shares held as on March 31, 2026	1133853 Equity Shares	1672647 Equity Shares	5000 Equity Shares
Terms & Conditions	As per Explanatory Statement	As per Explanatory Statement	As per Explanatory Statement
Remuneration Last Drawn	INR 6,000.00 Hundred for FY 2025-26	INR 18,000.00 Hundred for FY 2025-26	FY 2025-26: Nil
Remuneration sought to be paid	As per Explanatory Statement	As per Explanatory Statement	As per Explanatory Statement
Number of Board Meetings attended during the Financial Year 2025-26	6 out of 6	6 out of 6	6 out of 6
Date of Original Appointment	July 10, 2018	July 10, 2018	June 22, 2022
Directorships held in public companies including deemed public companies	Nil	1	1
Chairmanship/ Membership of Audit and Stakeholders' Relationship Committees in other Public companies	Nil	Nil	Nil
Inter-se Relationship with other Directors.	Brother of Mr. Ghanshyambhai Laljibhai Lukhi, Managing Director Uncle of Mr. Yash Ghanshyambhai Lukhi, Whole-Time Director	Brother of Mr. Ashokkumar Laljibhai Lukhi Whole-Time Director and Father of Mr. Yash Ghanshyambhai Lukhi, Whole-Time Director	Son of Mr. Ghanshyam Laljibhai Lukhi, Managing Director Nephew of Mr. Ashokkumar Laljibhai Lukhi, Whole-Time Director

Name	Mr. Kamleshkumar Narmdashankar Pandya	Mrs. Rekha Hasmukh Shah
DIN	09655572	09657830
Date of Birth	October 15, 1973	August 31, 1972
Qualification	CA (DISA)	Diploma in HM institute Bangalore. Diploma in Complete Bakery & Confectionary from Bangalore Certified in Swiss Chocolates making
Experience - Expertise in specific functional areas - Job profile and suitability	Kamleshkumar Narmdashankar Pandya, aged 52 years, is an Independent Director of our Company. He is Fellow Member of the Institute of Chartered Accountants of India (ICAI) and also possess diploma in Information System Audit (DISA), a post qualification course conducted Institute of Chartered Accountants of India (ICAI). He is the founder partner of Kamlesh Pandya & Co., Chartered Accountants, Surat. He has 25 years of experience in chartered accountancy and finance.	Rekha Hasmukh Shah, aged 54 years, is an Independent Director of our Company. She possesses diploma in Hotel Management from Bangalore, Diploma in Complete Bakery & Confectionary from Bangalore and hold a certificate in Swiss Chocolate Making. She is the founder of Exotica Homemade Cookies located in Surat. She has 25 years of experience in Bakery and Confectionary.
No. of Shares held as on March 31, 2026	Nil	Nil
Terms & Conditions	As per Explanatory Statement	As per Explanatory Statement
Remuneration Last Drawn	INR 240.00 Hundred as sitting fees	INR 300.00 Hundred as sitting fees
Remuneration sought to be paid	Not Applicable	Not Applicable
Number of Board Meetings attended during the Financial Year 2025-26	6 out of 6	6 out of 6
Date of Original Appointment	July 18, 2022	July 18, 2022
Directorships held in public companies including deemed public companies	Nil	Nil
Chairmanship/ Membership of Audit and Stakeholders' Relationship Committees in other Public companies	Nil	Nil
Inter-se Relationship with other Directors.	Nil	Nil
Skills and Capabilities required for the role*	Financial and accounting expertise	Expertise food product development, quality and product standards, business management, product innovation and strategic business planning

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: L10790GJ2018PLC103201

Date: August 27, 2026
Place: Surat

Kashyapkumar Pandav
Company Secretary