

Freshrop

Freshrop Fruits Limited

Registered Office : A - 603, Shapath IV, S. G. Road, Ahmedabad-380 015, Gujarat, INDIA.
Tel. : +91-79-40307050 - 59 Fax : +91-79-66527069 www.freshrop.com info@freshrop.com
CIN : L15400GJ1992PLC018365

September 29, 2015

To,
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001
Fax No. 022-2272 2039

Dear Sir / Madam,

SUB: Disclosure of Voting results of AGM (Clause 35A) – AGM held on 28.09.2015
REF: FRESHTROP FRUITS LIMITED – BSE CODE – 530077

Please find the attached disclosure of voting results for the Annual General Meeting of the Company held on 28th September, 2015 alongwith the Scrutinizer Report.

Kindly take the above information on record in compliance to the Listing Agreement.

Thanking You.

Yours faithfully,

FOR FRESHTROP FRUITS LIMITED



JIGNESH GANDHI
COMPANY SECRETARY



Unit-I

Gat No. 171, Vill. Jaulke, Bombay-Agra Rd.
Post Ozar, Tal. Dindori,
Dist. Nasik-422 207, Maharashtra, INDIA
Tel. : +91-2557-279 172
Fax : +91-2557-279 108

Unit-II

Survey No. 1366, Savlej-Wayfale Rd.
Post Siddhewadi, Tal. Tasgaon
Dist. Sangli-416 311, Maharashtra, INDIA
Tel. : +91-2346-254 871 / 2 / 3
Fax : +91-2346-254 874

Unit-IV

Gat No. 598 / 1, Vill. Janori,
Tal. Dindori,
Dist. Nasik-422 206
Maharashtra, INDIA
Tel. : +91-2557-202 852-54



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Details of Voting Results – 23rd Annual General Meeting held on 28th September, 2015

1.	Date of the AGM	28 th September, 2015
2.	Total number of shareholders on record date	6858
3.	No. of shareholders present in the meeting either in person or through proxy:	
	i. In Person	
	▪ Promoters and Promoter Group	6
	▪ Public	31
	ii. Through Proxy	
	▪ Promoters and Promoter Group	0
	▪ Public	0
4.	No. of Shareholders attended the meeting through video conferencing	Not arranged
	▪ Promoters and Promoter Group	
	▪ Public	

AGENDA – WISE

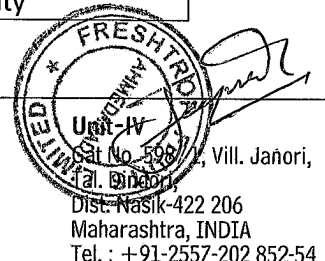
Sr. no.	Details of Agenda	Resolution Ordinary / Special	Mode of Voting	Remarks
1.	Adoption of Annual Accounts of the Company together with reports of Board of Directors and Auditor's Report for the year ended on 31 st March, 2015	Ordinary	E-voting and Poll Process	The resolution was passed unanimously
2.	Declaration of Dividend on Equity Shares for the financial year 2014-15	Ordinary	E-voting and Poll Process	The resolution was passed unanimously
3.	Re-appointment of Mr. Ashok Motiani who retires by rotation and being eligible offers himself for re-appointment	Ordinary	E-voting and Poll Process	The resolution was passed unanimously
4.	Ratify the appointment of M/s Mayank Shah & Associates, Chartered Accountants as Statutory Auditor of the Company and fixing their remuneration	Ordinary	E-voting and Poll Process	The Resolution was passed by requisite majority
5.	Revision in remuneration of Mr. Mayank Tandon, Sr. Vice President, Fresh Produce, under section 188 to office or place of profit.	Special	E-voting and Poll Process	The Resolution was passed by requisite majority
6.	Revision in remuneration of Ms. Dipti Motiani, Vice President, Processed Foods, under section 188 to office or place of profit.	Special	E-voting and Poll Process	The Resolution was passed by requisite majority

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Maharashtra, INDIA
Tel. : +91-2557-202 852-54

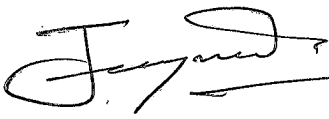
7.	Revision in remuneration of Mrs. Priyanka Tandon, Vice President, Commercial, under section 188 to office or place of profit.	Special	E-voting and Poll Process	The Resolution was passed by requisite majority
8.	Re-appointment of Mrs. Nanita Motiani as Whole time Director of the Company for a period of three years.	Special	E-voting and Poll Process	The Resolution was passed by requisite majority

Results of the e-voting in the prescribed format are annexed herewith

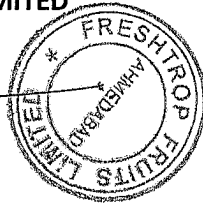
Thanking YOU

Yours faithfully,

FOR FRESHTROP FRUITS LIMITED



COMPANY SECRETARY



Resolution No. 1: Adoption of Annual Accounts of the Company together with the Directors' Report and the Auditor's Report for the financial year ended on 31st March, 2015 (Ordinary Resolution).

Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)			% of Votes polled on outstanding shares 3=(2/1)*100	No. of votes-in favour (4)	No. of shares against (5)	% of votes in favour on votes polled 6=(4/2)*100	% of votes against on votes polled 7=(5/2)*100
		E-voting (2a)	Physical Postal Ballot (2b)	Total (2a+2b)					
Promoter and Promoter Group	68,11,902	68,11,902	-	68,11,902	100.00%	68,11,902	-	100.00%	0.00%
Public Institutional Holders	-	-	-	-	-	-	-	-	-
Public-others	53,33,098	1,31,601	771	1,32,372	2.48%	1,32,372	-	100.00%	0.00%
Total	12145000	69,43,503	771	69,44,274	57.18%	69,44,274	-	100.00%	0.00%

Resolution No. 2: Declaration of Dividend (Ordinary Resolution).

Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)			% of Votes polled on outstanding shares 3=(2/1)*100	No. of votes-in favour (4)	No. of shares against (5)	% of votes in favour on votes polled 6=(4/2)*100	% of votes against on votes polled 7=(5/2)*100
		E-voting (2a)	Physical Postal Ballot (2b)	Total (2a+2b)					
Promoter and Promoter Group	68,11,902	68,11,902	-	68,11,902	100.00%	68,11,902	-	100.00%	0.00%
Public Institutional Holders	-	-	-	-	-	-	-	-	-
Public-others	53,33,098	1,31,601	771	1,32,372	2.48%	1,32,372	-	100.00%	0.00%
Total	12145000	69,43,503	771	69,44,274	57.18%	69,44,274	-	100.00%	0.00%



Resolution No 3: Retirement of Director (Ordinary Resolution).

Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)			% of Votes polled on outstanding shares 3=(2/1)*100	No. of votes-in favour (4)	No. of shares against (5)	% of votes in favour - on votes polled 6=(4/2)*100	% of votes against - on votes polled 7=(5/2)*100
		E-voting (2a)	Physical Postal Ballot (2b)	Total (2a+2b)					
Promoter and Promoter Group	68,11,902	52,79,897	-	52,79,897	77.50%	52,79,897	-	100.00%	0.00%
Public Institutional Holders	-	-	-	-	-	-	-	-	-
Public-others	53,33,098	1,31,601	771	1,32,372	2.48%	1,32,372	-	100.00%	0.00%
Total	1,21,45,000	54,11,498	771	54,12,269	44.56%	54,12,269	-	100.00%	0.00%

Resolution No 4: To ratify the Reappointment of M/s Mayank Shah & Associates Chartered Accountants, Ahmedabad as Statutory Auditors of the Company till the conclusion of the next Annual General Meeting (Ordinary Resolution).

Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)			% of Votes polled on outstanding shares 3=(2/1)*100	No. of votes-in favour (4)	No. of shares against (5)	% of votes in favour - on votes polled 6=(4/2)*100	% of votes against - on votes polled 7=(5/2)*100
		E-voting (2a)	Physical Postal Ballot (2b)	Total (2a+2b)					
Promoter and Promoter Group	68,11,902	68,11,902	-	68,11,902	100.00%	68,11,902	-	100.00%	0.00%
Public Institutional Holders	-	-	-	-	-	-	-	-	-
Public-others	53,33,098	1,31,601	771	1,32,372	2.48%	1,32,272	100	99.92%	0.08%
Total	1,21,45,000	69,43,503	771	69,44,274	57.18%	69,44,174	100	99.99%	0.08%



Resolution No 5: Revision in remuneration of Mr. Mayank Tandon Sr. Vice President, Fresh Produce under section 188 to any office or place of profit. (Special Resolution).

Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)		% of Votes polled on outstanding shares 3=(2/1)*100	No. of votes-in favour (4)	No. of shares - against (5)	% of votes in favour - on votes polled 6=(4/2)*100	% of votes against - on votes polled 7=(5/2)*100
		E-voting (2a)	Physical Postal Ballot (2b)					
Promoter and Promoter Group	68,11,902	57,04,976	-	83.75%	57,04,976	-	100.00%	0.00%
Public Institutional Holders	-	-	-	-	-	-	-	-
Public-others	53,33,098	1,31,601	771	2.48%	1,32,272	100	99.99%	0.01%
Total	1,21,45,000	58,36,577	771	48.06%	58,37,248	100	99.99%	0.01%

Resolution No 6: Revision in remuneration of Ms. Dipri Motiani, Vice President, Processed Foods, under section 188 to any office or place of profit. (Special Resolution).

Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)		% of Votes polled on outstanding shares 3=(2/1)*100	No. of votes-in favour (4)	No. of shares - against (5)	% of votes in favour - on votes polled 6=(4/2)*100	% of votes against - on votes polled 7=(5/2)*100
		E-voting (2a)	Physical Postal Ballot (2b)					
Promoter and Promoter Group	68,11,902	35,84,939	-	100.00%	35,84,939	-	100.00%	0.00%
Public Institutional Holders	-	-	-	-	-	-	-	-
Public-others	53,33,098	1,31,601	771	2.48%	1,32,272	100	99.99%	0.01%
Total	1,21,45,000	37,16,540	771	30.61%	37,17,214	100	99.99%	0.01%

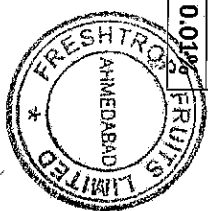


Resolution No 7: Revision in remuneration of Mrs. Priyanka Tandon, Vice President, Commercial under section 188 to any office or place of profit. (Special Resolution)

Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)			% of Votes on polled outstanding shares 3=(2/1)*100	No. of votes-in favour (4)	No. of shares - against (5)	% of votes in favour - on votes polled 6=(4/2)*100	% of votes against - on votes polled 7=(5/2)*100
		E-voting (2a)	Physical Postal Ballot (2b)	Total (2a+2b)					
Promoter and Promoter Group	68,11,902	32,62,725	-	32,62,725	47.90%	32,62,725	-	100.00%	0.00%
Public - Institutional Holders	-	-	-	-	-	-	-	-	-
Public-others	53,33,098	1,31,601	771	1,32,372	2.48%	1,32,272	100	99.99%	0.01%
Total	1,21,45,000	33,94,326	771	33,95,097	27.95%	33,94,997	100	99.99%	0.01%

Resolution No 8: Re-appointment of Mrs. Nanita Motiani (DIN: 00787809) as Whole Time Director for a period of three years.

Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)			% of Votes on polled outstanding shares 3=(2/1)*100	No. of votes-in favour (4)	No. of shares - against (5)	% of votes in favour - on votes polled 6=(4/2)*100	% of votes against - on votes polled 7=(5/2)*100
		E-voting (2a)	Physical Postal Ballot (2b)	Total (2a+2b)					
Promoter and Promoter Group	68,11,902	43,69,651	-	43,69,651	64.15%	43,69,651	-	100.00%	0.00%
Public - Institutional Holders	-	-	-	-	-	-	-	-	-
Public-others	53,33,098	1,31,601	771	1,32,372	2.48%	1,32,272	100	99.99%	0.01%
Total	1,21,45,000	45,01,252	771	45,02,023	37.06%	45,01,923	100	99.99%	0.01%



R. S. Sharma & Associates

Company Secretaries

402, 'Panchdeep', Nr. Mayur Colony, Mithakhali Six Road, Navrangpura, Ahmedabad-380 009.

Tele No. : (O) 26561301 (R) 26753786

Report of Scrutinizer

Form No. MGT 13

[Pursuant to section 109 of the companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

September 29, 2015

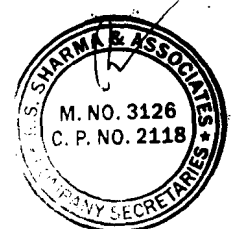
**To,
The Chairman of 23rd Annual General Meeting
Freshtrop Fruits Limited
A-603, Shapath IV, S.G. Road
Ahmedabad- 380015.**

Dear Chairman,

Subject: Scrutinizers Report on Remote e-voting and Poll Process of 23rd Annual General Meeting held on September, 28, 2015.

By resolution of the Board of Directors of the Company passed on May 29, 2015, I the undersigned has been appointed as the Scrutinizer to ensure that the process of remote e-Voting as prescribed under Section 108 of the Companies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014 ("Rules") and Poll Process at the meeting are complied with in respect business transacted at the 23rd Annual General Meeting of the Company held on September 28, 2015 in accordance with the aforesaid rules.

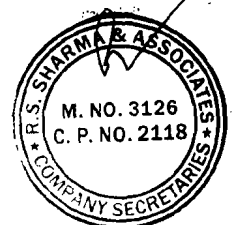
It is the responsibility of the management of the Company to ensure that the compliance with the requirements of the Companies Act, 2013 and rules relating to the remote e-Voting and poll process in respect of the resolutions in terms of the Notice of the 23rd Annual General Meeting of the Company are made. My responsibility as a Scrutinizer for the remote e-Voting for the Annual General Meeting is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions as mentioned in the Notice



of the 23rd AGM., based on the report generated from the remote e-Voting system provided by the Central Depository Services (India) Limited, the authorized agency engaged by the Company to provide remote e-Voting facilities.

This report is being made to enable you to declare the results of the resolutions proposed to be passed at the aforesaid AGM of the Company.

1. The Company has entered into an arrangement with the Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide remote e-voting facilities for the voting through the electronic means to all the members who were eligible to take part in the remote e-voting.
2. The cut-off date for the purpose of identification of the members who will be entitled to vote on the resolution placed for the approval for the shareholder was September 21,2015.
3. As prescribed in the rule 20(3) of the Companies (Management and Administration) Rules, 2014 and mentioned in the Notice of 23rd Annual General Meeting of the Company, the remote e-voting facilities were kept open for four days from September 24,2015 (10.00 a.m.) to September 27, 2015 (05.00 p.m.).
4. At the end of the remote e-voting period on September 27, 2015 (05.00 p.m.), remote e-voting portal of service provider was blocked forthwith.
5. During the ACM after the time fixed for closing of the Poll by the Chairman, one Poll box kept for polling was locked in the presence of shareholders.
6. After the AGM, the Poll box kept for voting was immediately opened by me in the presence of Mr. Chander Murjani and Nirali. N. Shah
7. There were 37 shareholders present at the meeting present in person.
8. On Monday, September, 28, 2015 at 1.15 p.m. after counting vote cast at the meeting by Poll Papers and the votes cast through remote e-voting process were unblocked by me in the presence of Mr. Chander Murjani and Nirali. N. Shah.
9. The Poll papers were reconciled with the record maintained by the Registrar and Share Transfer Agent and the authorities/ proxies lodged with the Company.
10. The Poll papers which were incomplete and /or which were found defective have been treated as invalid and kept separately.



Consolidated Report on result of voting through electronic means and voting by Poll is as under:

Resolution No. 1 (Ordinary Resolution) - To receive, consider and adopt the Annual Accounts of the Company together with the Directors' Report and the Auditor's Report for the year ended on 31st March, 2015.

i. Votes in Favour of the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
44	69,44,274	100.00%

ii. Votes against the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
0	0	0.00%

iii. Invalid Votes:

Number of Members Voted	Number of Votes Cast by them
00	0

Resolution No. 2 – (Ordinary Resolution) Declaration of Dividend

i. Votes in Favour of the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
44	69,44,274	100.00%

ii. Votes against the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
00	0	0.00%

iii. Invalid Votes:



Number of Members Voted	Number of Votes Cast by them
Nil	Nil

Resolution No. 3 – (Ordinary Resolution) Retirement of Director

i. Votes in Favour of the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
44	54,12,269	100.00%

ii. Votes against the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
00	0	0.00%

iii. Invalid Votes:

Number of Members Voted	Number of Votes Cast by them
00	0

Shri Ashok Motiani being interested so his votes are not counted for this resolution

Resolution No 4: (Ordinary Resolution) To ratify the Reappointment of M/s Mayank Shah & Associates Chartered Accountants, Ahmedabad as Statutory Auditors of the Company till the conclusion of the next Annual General Meeting .

i. Votes in Favour of the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
43	69,44,174	99.99%

ii. Votes against the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
01	100	0.01%



iii. Invalid Votes:

Number of Members Voted	Number of Votes Cast by them
00	0

Resolution No 5: (Special Resoltion) Revision in remuneration of Mr. Mayank Tandon Sr. Vice President, Fresh Produce under section 188 to any office or place of profit. (Special Resolution).

i. Votes in Favour of the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
41	58,37,248	99.99%

ii. Votes against the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
01	100	0.01%

iii. Invalid Votes:

Number of Members Voted	Number of Votes Cast by them
0	0

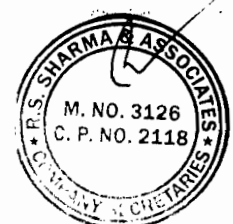
Shri Mayank Tanodn and Mrs. Priyanka Tandon being interested so their votes are not counted for this resolution

Resolution No 6 (Special Resoltion) - Revision in remuneration of Ms. Dipti Motiani, Vice President, Processed Foods, under section 188 to any office or place of profit.

i. Votes in Favour of the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
40	37,17,214	99.99%

ii. Votes against the Resolution:



Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
01	100	0.01%

iii. Invalid Votes:

Number of Members Voted	Number of Votes Cast by them
0	0

Shri Ashok Motiani, Mrs. Nanita Motiani and Ms. Dipti Motiani being interested so their votes are not counted for this resolution

Resolution No 7: (Special Resoltion) Revision in remuneration of Mrs. Priyanka Tandon, Vice President, commercial under section 188 to any office or place of profit.

i. Votes in Favour of the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
39	33,94,997	99.99%

ii. Votes against the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
01	100	0.01%

iii. Invalid Votes:

Number of Members Voted	Number of Votes Cast by them
0	0

Shri Ashok Motiani, Mrs. Nanita Motiani and Mr. Mayank Tandon being interested so their votes are not counted for this resolution

Resolution No 8: Re-appointment of Mrs. Nanita Motiani (DIN: 00787809) as Whole Time Director for a period of three years.

i. Votes in Favour of the Resolution:



Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
41	45,01,923	99.99%

ii. Votes against the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
01	100	0.01%

iii. Invalid Votes:

Number of Members Voted	Number of Votes Cast by them
0	0

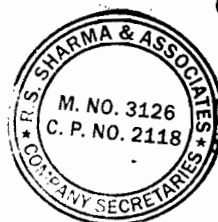
Shri Ashok Motiani, and Mrs. Nanita Motiani being interested so their votes are not counted for this resolution

- Note:**
- 1). A compact disc (CD) containing a list of equity shareholders who voted "FOR, "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
 - 2). The Poll papers and other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Date: September 28, 2015
Place: Ahmedabad

Yours faithfully,
For, R S Sharma & Associates
Company Secretaries



(CS R. S. Sharma)
Scrutinizer for the 23rd AGM