

**(a) Resolution No. 1: (Ordinary Business – Ordinary Resolution):**

**Ordinary Resolution for adoption of Audited Financial Statements for the year ended on 31<sup>st</sup> March, 2018:**

(i) Voted **in favour** of the resolution:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | 40                      | 1168154                      | 100%                                  |
| Poll           | 20                      | 6229475                      | 100%                                  |
| Total          | 60                      | 7397629                      | 100%                                  |

(ii) Voted **against** the resolution:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | Nil                     | Nil                          | Nil                                   |
| Poll           | Nil                     | Nil                          | Nil                                   |
| Total          | Nil                     | Nil                          | Nil                                   |

(iii) **Invalid** Votes:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | Nil                     | Nil                          | Nil                                   |
| Poll           | Nil                     | Nil                          | Nil                                   |
| Total          | Nil                     | Nil                          | Nil                                   |

**(b) Resolution No.2 : ( Ordinary Business – Ordinary Resolution):**

**Ordinary Resolution for re-appointment of Mrs. Nanita A Motiani  
(DIN: 00787809) as Director of the Company:**

(i) Voted **in favour** of the resolution:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | 40                      | 1168154                      | 100%                                  |
| Poll           | 20                      | 6229475                      | 100%                                  |
| Total          | 60                      | 7397629                      | 100%                                  |

(ii) Voted **against** the resolution:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | Nil                     | Nil                          | Nil                                   |
| Poll           | Nil                     | Nil                          | Nil                                   |
| Total          | Nil                     | Nil                          | Nil                                   |

(iii) **Invalid** Votes:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | Nil                     | Nil                          | Nil                                   |
| Poll           | Nil                     | Nil                          | Nil                                   |
| Total          | Nil                     | Nil                          | Nil                                   |

**(c) Resolution No.3: (Special Business – Special Resolution):**

**Special Resolution for Revision in Remuneration of Mr. Mayank Tandon, Sr. Vice President, Fresh Produce w.e.f. 1<sup>st</sup> October, 2018:**

(i) Voted **in favour** of the resolution:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | 39                      | 343420                       | 100%                                  |
| Poll           | 11                      | 3038                         | 100%                                  |
| Total          | 50                      | 346458                       | 100%                                  |

(ii) Voted **against** the resolution:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | Nil                     | Nil                          | Nil                                   |
| Poll           | Nil                     | Nil                          | Nil                                   |
| Total          | Nil                     | Nil                          | Nil                                   |

(iii) **Invalid** Votes:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | Nil                     | Nil                          | Nil                                   |
| Poll           | Nil                     | Nil                          | Nil                                   |
| Total          | Nil                     | Nil                          | Nil                                   |



Pursuant to the second proviso to sub section (1) of section 188 of the Companies Act, 2013 and Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a member who is related party cannot vote on resolution to approve any contract/arrangement with any related party. The Company has provided us the list of related parties as per Section 2(76) of the Companies Act, 2013 and also as per IndAS-24.

In view of this, for the purpose of determining requisite majority for this resolution, I have further checked and scrutinized as to whether any of the related parties have participated in the voting process for this Item of business. After such checking and scrutiny, I have excluded the voting (if any) of all the related parties as per the available list of related parties.

Hence, the final voting result in respect of Item No. 3 is as under:

(i) Voted **in favour** of the resolution:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | 39                      | 343420                       | 100%                                  |
| Poll           | 11                      | 3038                         | 100%                                  |
| Total          | 50                      | 346458                       | 100%                                  |

(ii) Voted **against** the resolution:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | Nil                     | Nil                          | Nil                                   |
| Poll           | Nil                     | Nil                          | Nil                                   |
| Total          | Nil                     | Nil                          | Nil                                   |



**(d) Resolution No. 4: (Special Business – Special Resolution):**

**Special Resolution for Revision in Remuneration of Ms. Dipti Motiani,  
Vice President, Processed Foods w.e.f. 1<sup>st</sup> October, 2018:**

(i) Voted **in favour** of the resolution:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | 39                      | 343420                       | 100%                                  |
| Poll           | 11                      | 3038                         | 100%                                  |
| Total          | 50                      | 346458                       | 100%                                  |

(ii) Voted **against** the resolution:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | Nil                     | Nil                          | Nil                                   |
| Poll           | Nil                     | Nil                          | Nil                                   |
| Total          | Nil                     | Nil                          | Nil                                   |

(iii) **Invalid** Votes:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | Nil                     | Nil                          | Nil                                   |
| Poll           | Nil                     | Nil                          | Nil                                   |
| Total          | Nil                     | Nil                          | Nil                                   |

Pursuant to the second proviso to sub section (1) of section 188 of the Companies Act, 2013 and Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a member who is related party cannot vote on resolution to approve any contract/arrangement with any related party. The Company has provided us the list of related parties as per Section 2(76) of the Companies Act, 2013 and also as per IndAS-24.

In view of this, for the purpose of determining requisite majority for this resolution, I have further checked and scrutinized as to whether any of the related parties have participated in the voting process for this Item of business. After such checking and scrutiny, I have excluded the voting (if any) of all the related parties as per the available list of related parties.

Hence, the final voting result in respect of Item No. 4 is as under:

(i) Voted **in favour** of the resolution:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | 39                      | 343420                       | 100%                                  |
| Poll           | 11                      | 3038                         | 100%                                  |
| Total          | 50                      | 346458                       | 100%                                  |

(ii) Voted **against** the resolution:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | Nil                     | Nil                          | Nil                                   |
| Poll           | Nil                     | Nil                          | Nil                                   |
| Total          | Nil                     | Nil                          | Nil                                   |





**(e) Resolution No. 5: (Special Business – Special Resolution):**

**Special Resolution for Revision in Remuneration of Mrs. Priyanka Tandon, Vice President, Commercial w.e.f. 1<sup>st</sup> October, 2018:**

**(i) Voted in favour of the resolution:**

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | 39                      | 343420                       | 100%                                  |
| Poll           | 11                      | 3038                         | 100%                                  |
| Total          | 50                      | 346458                       | 100%                                  |

**(ii) Voted against the resolution:**

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | Nil                     | Nil                          | Nil                                   |
| Poll           | Nil                     | Nil                          | Nil                                   |
| Total          | Nil                     | Nil                          | Nil                                   |

**(iii) Invalid Votes:**

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | Nil                     | Nil                          | Nil                                   |
| Poll           | Nil                     | Nil                          | Nil                                   |
| Total          | Nil                     | Nil                          | Nil                                   |

Pursuant to the second proviso to sub section (1) of section 188 of the Companies Act, 2013 and Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a member who is related party cannot vote on resolution to approve any contract/arrangement with any related party. The Company has provided us the list of related parties as per Section 2(76) of the Companies Act, 2013 and also as per IndAS-24.

In view of this, for the purpose of determining requisite majority for this resolution, I have further checked and scrutinized as to whether any of the related parties have participated in the voting process for this Item of business. After such checking and scrutiny, I have excluded the voting (if any) of all the related parties as per the available list of related parties.

Hence, the final voting result in respect of Item No. 5 is as under:

(i) Voted **in favour** of the resolution:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | 39                      | 343420                       | 100%                                  |
| Poll           | 11                      | 3038                         | 100%                                  |
| Total          | 50                      | 346458                       | 100%                                  |

(ii) Voted **against** the resolution:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | Nil                     | Nil                          | Nil                                   |
| Poll           | Nil                     | Nil                          | Nil                                   |
| Total          | Nil                     | Nil                          | Nil                                   |





**(f) Resolution No. 6: (Special Business – Special Resolution):**

**Special Resolution for re-appointment of Mrs. Nanita Motiani (DIN: 00787809) as Whole Time Director of the Company for 3 years w.e.f. 1<sup>st</sup> April, 2018:**

(i) Voted **in favour** of the resolution:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | 40                      | 1168154                      | 100%                                  |
| Poll           | 20                      | 6229475                      | 100%                                  |
| Total          | 60                      | 7397629                      | 100%                                  |

(ii) Voted **against** the resolution:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | Nil                     | Nil                          | Nil                                   |
| Poll           | Nil                     | Nil                          | Nil                                   |
| Total          | Nil                     | Nil                          | Nil                                   |

(iii) **Invalid** Votes:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | Nil                     | Nil                          | Nil                                   |
| Poll           | Nil                     | Nil                          | Nil                                   |
| Total          | Nil                     | Nil                          | Nil                                   |

**(g) Resolution No. 7: (Special Business – Special Resolution):**

**Special Resolution for Revision in terms of Appointment and Remuneration of Mr. Ashok Motiani, Managing Director of the Company w.e.f. 1<sup>st</sup> October, 2018:**

(i) Voted **in favour** of the resolution:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | 40                      | 1168154                      | 100%                                  |
| Poll           | 20                      | 6229475                      | 100%                                  |
| Total          | 60                      | 7397629                      | 100%                                  |

(ii) Voted **against** the resolution:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | Nil                     | Nil                          | Nil                                   |
| Poll           | Nil                     | Nil                          | Nil                                   |
| Total          | Nil                     | Nil                          | Nil                                   |

(iii) **Invalid** Votes:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | Nil                     | Nil                          | Nil                                   |
| Poll           | Nil                     | Nil                          | Nil                                   |
| Total          | Nil                     | Nil                          | Nil                                   |

**(h) Resolution No. 8: (Special Business – Special Resolution):**

**Special Resolution for Approval for payment of Remuneration in excess of Limits Prescribed under Regulation 17(6)(e) of SEBI (LODR) Regulation, 2015:**

**(i) Voted in favour of the resolution:**

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | 39                      | 1168054                      | 100%                                  |
| Poll           | 20                      | 6229475                      | 100%                                  |
| Total          | 59                      | 7397529                      | 100%                                  |

**(ii) Voted against the resolution:**

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | 1                       | 100                          | Negligible                            |
| Poll           | Nil                     | Nil                          | Nil                                   |
| Total          | 1                       | 100                          | Negligible                            |

**(iii) Invalid Votes:**

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | Nil                     | Nil                          | Nil                                   |
| Poll           | Nil                     | Nil                          | Nil                                   |
| Total          | Nil                     | Nil                          | Nil                                   |



**(i) Resolution No. 9: (Special Business – Special Resolution):**

**Special Resolution for Adoption of New Set of Articles of Association:**

**(i) Voted in favour of the resolution:**

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | 40                      | 1168154                      | 100%                                  |
| Poll           | 20                      | 6229475                      | 100%                                  |
| Total          | 60                      | 7397629                      | 100%                                  |

**(ii) Voted against the resolution:**

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | Nil                     | Nil                          | Nil                                   |
| Poll           | Nil                     | Nil                          | Nil                                   |
| Total          | Nil                     | Nil                          | Nil                                   |

**(iii) Invalid Votes:**

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | Nil                     | Nil                          | Nil                                   |
| Poll           | Nil                     | Nil                          | Nil                                   |
| Total          | Nil                     | Nil                          | Nil                                   |

**(j) Resolution No. 10: (Special Business – Special Resolution):**

**Special Resolution for Approval of ‘Freshtrop Employee Stock Option Plan 2018’:**

(i) Voted **in favour** of the resolution:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | 40                      | 1168154                      | 100%                                  |
| Poll           | 20                      | 6229475                      | 100%                                  |
| Total          | 60                      | 7397629                      | 100%                                  |

(ii) Voted **against** the resolution:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | Nil                     | Nil                          | Nil                                   |
| Poll           | Nil                     | Nil                          | Nil                                   |
| Total          | Nil                     | Nil                          | Nil                                   |

(iii) **Invalid** Votes:

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting       | Nil                     | Nil                          | Nil                                   |
| Poll           | Nil                     | Nil                          | Nil                                   |
| Total          | Nil                     | Nil                          | Nil                                   |


5. A compact disk (CD) / Excel Sheets and other supportive documents containing list of equity shareholders who voted “For”, “Against” and those votes which were declared “Invalid” for each resolution and also resolutions received from corporate shareholders etc. will be returned for safe keeping by our separate letter to the Company.
6. The poll/ballot papers and all other relevant records will also be handed over by me to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Ahmedabad  
Date: 28<sup>th</sup> September, 2018



  
Signature of the Scrutinizer  
[CS MANOJ HURKAT]

Countersigned by:

For, FRESHTROP FRUITS LIMITED

  
Chairperson/ Authorised Signatory

