

Consolidated Report of Scrutinizer

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xii) of
The Companies (Management and Administration) Rules, 2014]**

To,

The Chairmen

(Mr. Anil Sharma for item no. 2 & 3 and Mr. Ashok Motiani for item no. 1)

of 31st Annual General Meeting (AGM) of the members of

Freshtrop Fruits Limited

held on 28th September, 2023 at 4.00 p.m.

through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)

Dear Sir,



1. I, CS Manoj Rajaram Hurkat, Practising Company Secretary, have been appointed by the Board of Directors of Freshtrop Fruits Limited (“Company”) as Scrutinizer for the purpose of scrutinizing the Remote E-voting & E-voting during 31st Annual General Meeting of the members of the Company and for ascertaining the majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, considered in connection with 31st Annual General Meeting held on 28th September, 2023 at 4.00 p.m. through Video Conference (VC)/ Other Audio Visual Means (OAVM) as per framework issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 02/2022 dated 5th May, 2022 and Circular No. 10/2022 dated 28th December, 2022 (collectively referred to as ‘MCA Circulars’) and also SEBI Circular dated 12th May, 2020, SEBI Circular dated 15th January, 2021, SEBI Circular dated 13th May, 2022 and SEBI Circular dated 5th January, 2023 (collectively referred as ‘SEBI Circulars’)
2. The management of the Company is responsible to ensure the compliances with the requirements of provisions of Companies Act, 2013 and Rules relating to voting on the resolutions contained in the Notice to 31st Annual General Meeting of the members of the Company.

My responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions stated below, based on the scrutiny of the reports generated from E-voting (both Remote E-voting and E-voting during AGM) system provided by M/s National Securities Depository Limited ("NSDL"), the authorized agency to provide E-voting facilities as appointed by the Company.

3. Further to the above, I submit my consolidated report as under:

A. For Remote E-voting:

- I. The Remote E-voting period remained open from Monday, 25th September, 2023 (9.00 a.m.) to Wednesday, 27th September, 2023 (5.00 p.m.).
- II. The Members of the Company as on "cut off" date i.e. 21st September, 2023 were entitled to vote on the resolutions stated in the Notice of 31st Annual General Meeting. The paid up capital as on cut-off date was Rs. 9,89,49,020 divided into 98,94,902 Equity share of Rs. 10/- each.
- III. The votes casted were subsequently unblocked by me on 28th September, 2023 at 5.00 p.m. in the presence of two witnesses, whose names are mentioned below, who are not in the employment of the Company and electronic ballots were diligently scrutinized by me.

Sr. No.	Name & Address of witnesses	Signature of witnesses
01.	Sunil A. Mulchandani 58, Sudama Homes, B/h Nandigram Society, Nana Chiloda, Ahmedabad-382345	
02.	Dhruvi K. Shah C-2, Archana Park Society, Swastik Cross Road, C. G. Road, Ahmedabad - 380009	

- IV. The electronic ballots were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorization lodged with the Company.

V. Thereafter, the details of members, who have voted “For”, “Against” each of the resolutions permitted for Remote E-voting, were prepared based on report generated from the E-voting website of NSDL.

B. For E-voting during the AGM:

- I. The E-voting was conducted together on all the Item nos. 1 to 3 on the agenda during the AGM.
 - II. The E-voting during AGM was conducted to enable the members of the Company who have attended the AGM through VC/OAVM and had not casted their vote through Remote E-voting facility.
 - III. After ensuring that all the members who desire to cast their vote through E-voting at the AGM have exercised their right to vote and after seeking permission from the Chairperson of 31st Annual General Meeting, E-voting at the AGM was closed/blocked.
 - IV. The electronic votes casted by the members during the AGM were subsequently unblocked by me immediately after the conclusion of AGM and electronic ballots were diligently scrutinized. The electronic votes were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization lodged with the Company.
 - V. Thereafter, the details of members, who have voted “For”, “Against” each of the resolutions permitted for E-voting during the AGM, were prepared based on report generated from the E-voting system of NSDL.
4. Based on such scrutiny of the Remote E-voting & E-voting during AGM, the combined result of the voting is as under:



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

Ordinary Resolution for adoption of Audited Financial Statements for the financial year ended on 31st March, 2023:

(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 (Remote)	64	6116208	100%
E-voting (During AGM)	1	466690	100%
Total	65	6582898	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 (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) **Invalid/ Unutilized** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	2	60000	0.91%
E-voting (During AGM)	Nil	Nil	Nil
Total	2	60000	0.91%



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

Ordinary Resolution for re-appointment of Mrs. Nanita Ashok Motiani (DIN: 00787809) as Director, retiring by rotation:

(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 (Remote)	64	6145998	99.75%
E-voting (During AGM)	1	466690	100%
Total	65	6612688	99.77%

(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 (Remote)	1	15210	0.25%
E-voting (During AGM)	Nil	Nil	Nil
Total	1	15210	0.23%

(iii) **Invalid/ Unutilized** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	1	15000	0.23%
E-voting (During AGM)	Nil	Nil	Nil
Total	1	15000	0.23%

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

Special Resolution for approval to increase the remuneration payable to Mr. Ashok V Motiani (DIN: 00124470), Managing Director of the Company for the period from 1st October, 2023 to 30th September, 2024.

(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 (Remote)	64	6115998	99.03%
E-voting (During AGM)	1	466690	100%
Total	65	6582688	99.09%

(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 (Remote)	2	60210	0.97%
E-voting (During AGM)	Nil	Nil	Nil
Total	2	60210	0.91%

(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 (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

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5. A compact disk (CD) / Excel Sheet send other supportive documents containing list of equity shareholders who voted “For”, “Against” and those votes which were considered “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 reports generated in respect of electronic ballots 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: 28th September, 2023




Signature of the Scrutinizer
[CS MANOJ HURKAT]
FCS- 4287, CP – 2574
UDIN: F004287E001106410

Countersigned by:

For, **FRESHTROP FRUITS LIMITED**




Chairperson/ Authorised Signatory