

# *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 sections 108 & 109 of the companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

September 29, 2016

To,  
The Chairman of 24<sup>th</sup> Annual General Meeting  
Freshtrop Fruits Limited  
A-603, Shapath IV, Opp Karnavati Club,  
Ahmedabad-380015.

Dear Chairman,

Subject: Consolidated Scrutinizer's Report on Remote e-voting and Poll Process of 24<sup>th</sup> Annual General Meeting held on September 29, 2016

By resolution of the Board of Directors dated May 26, 2016 of the Company, I the undersigned have 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 under section 109 of the Act, at the meeting are complied with in respect of the 24<sup>th</sup> Annual General Meeting of the Company held on September 29, 2016 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 at the meeting for the resolutions contained in the Notice of the 24<sup>th</sup> 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 24<sup>th</sup> 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 result 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 22, 2016.
3. As prescribed in the rule 20(3) of the Companies (Management and Administration) Rules, 2014 and mentioned in the Notice of 24<sup>th</sup> Annual General Meeting of the Company, the remote e-voting facilities was kept open for three days from September 26, 2016 (09.00 a.m.) to September 28, 2016 (05.00 p.m.).
4. At the end of the remote e-voting period on September 28, 2016 (05.00 p.m.) remote e-voting portal of service provider was blocked forthwith.
5. During the AGM after the time fixed for closing of the Poll by the Chairman, one Poll box kept for polling was locked in my presence.
6. After the AGM, the Poll box kept for voting was immediately opened by me in the presence of Mr. Jigar Trivedi and Mrs. Monali Maheshwari.
7. There were 38 shareholders in total present at the meeting present in person or by proxies.
8. On Thursday, September 29, 2016 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. Jayantibhai Vaishya and Mr. Jigar Trivedi
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)**

**Adoption of Audited Accounts for the year ended on 31<sup>st</sup> March, 2016**

(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	7301258	99.9999

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
1	6	0.0001

(iii) **Invalid votes :**

Number of members Voted	Total number of votes cast by them
0	0

**Resolution No. 2 (ORDINARY RESOLUTION)**

**Declaration of Final Dividend on Equity Shares**

(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	73,01,258	99.9999

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
1	6	0.0001

(iii) **Invalid votes :**



Number of members Voted	Total number of votes cast by them
0	0

**Resolution No. 3 (ORDINARY RESOLUTION)**

**Appointment of Mrs. Nanita Motiani as Director retiring by rotation**

(i) Votes in **favour** of the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
38	63,86,012	99.9999

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
1	6	0.0001

(iii) **Invalid** votes :

Number of members Voted	Total number of votes cast by them
0	0

Smt. Nanita Motiani being interested so her votes are not counted for this resolution.

**Resolution No. 4 (ORDINARY RESOLUTION)**

**Ratification of Appointment of M/s Mayank Shah & Associates, Chartered Accountants, As Statutory Auditors of the Company**

(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	73,01,258	99.9999

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast



1	6	0.0001

(iii) **Invalid votes :**

Number of members Voted	Total number of votes cast by them
0	0

**Resolution No. 5 (SPACIAL RESOLUTION)**

Re-appointment of Mr. Ashok Motiani (DIN: 00124470) as a Managing Director for a further period of three years w.e.f. 01.08.2016.

(i) **Votes in favour of the resolution**

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
38	56,85,135	99.9999

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
1	6	0.0001

(iii) **Invalid votes :**

Number of members Voted	Total number of votes cast by them
0	0

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

**Resolution No. 6 (SPECIAL RESOLUTION)**

**Adoption of new set of Article of Association of the Company (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
39	73,01,258	99.9999

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

Number of members Voted	Number of votes	% of total number of valid
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	cast by them	votes cast
1	6	0.0001

(iii) **Invalid votes :**

Number of members Voted	Total number of votes cast by them
0	0

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 Postal Ballot Papers register and other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Date: September 29, 2016  
Place: Ahmedabad



Thanking you,  
Yours faithfully,  
For, R.S.Sharma & Associates

Company Secretaries  
(CS R. S. Sharma)  
(M. No: 3126, C.P. No. 2118)  
Scrutinizer for AGM

Witness:

(Jayantibhai Vaishya)

(Jigar Trivedi)