

Report of Scrutinizer (Postal Ballot with E-voting facility)
[Pursuant to Sections 108 & 110 of the Companies Act, 2013 and
Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Freshtrop Fruits Limited
A-603, Shapath IV, S. G. Highway,
Ahmedabad - 380015



Dear Sir,

1. I, CS Manoj Hurkat of M/s Manoj Hurkat & Associates, Practicing Company Secretaries, Ahmedabad, have been appointed as Scrutinizer by the Board of Directors of Freshtrop Fruits Limited (“Company”) at their meeting held on 12th February, 2024 for the purpose of scrutinizing the Postal ballot process with E-voting facility and for ascertaining the requisite majority on the Postal Ballot with E-voting facility carried out as per the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as contained in the Notice of Postal Ballot dated 12th February, 2024 circulated by the Company to all the members of the Company.
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 through electronic means and Postal Ballot on the resolution set out in Postal Ballot Notice.

My responsibility as Scrutinizer for the voting process is restricted to ensure that the process of Postal Ballot with E-voting facility is conducted in a fair and transparent manner and make the Scrutinizer’s Report of the votes cast “in favour” or “against” the resolution stated below, based on scrutiny of the postal ballots (through E-voting) received from the members and on the reports generated from the e-voting system provided by M/s National Securities Depository Limited (“NSDL”), the authorized agency to provide E-voting facilities as appointed by the Company.

3. The Company has, through its service provider, on 16th February, 2024, completed the dispatch/sending of Notice of postal ballot together with explanatory statement setting out material facts etc. to the equity shareholders whose E-mail IDs were available. Further, the Company has informed that it has given opportunity to all its members to register their E-mail ID with the Company/RTA/DP so as to participate in Postal Ballot through E-voting.
4. Further to the above, I submit my report as under:
 - a. I assumed the office as Scrutinizer w.e.f. 12th February, 2024.
 - b. The Company has appointed National Securities Depository Limited to provide platform for E-voting. The E-voting facility was provided by NSDL on their portal i.e. <https://www.evoting.nsdl.com>.
 - c. It has also been intimated that the Company has published the public notice under Rule 22 (3) of the Companies (Management & Administration) Rules, 2014 by way of an advertisement published on 17th February, 2024 in the “Business Standard” (English Language) and “Jaihind” (Gujarati Language).
 - d. The Postal ballot through E-voting period remained open from Saturday, 17th February, 2024 (9.00 a.m.) and ended on Sunday, 17th March, 2024 (5.00 p.m.).
 - e. The Members of the Company as on “cut off” date i.e. 9th February, 2024 were entitled to vote on the resolutions stated in the Notice of Postal Ballot.
 - f. It has been confirmed by the Company/RTA that they have not issued any duplicate Postal Ballot Forms as there was no request required to be received from Shareholders in this regard.
 - g. During the period from 17th February, 2024 to 17th March, 2024 (i.e. total duration of atleast 30 days), 83 Equity shareholders in respect of 66,57,732 Equity shares exercised their voting right through E-voting platform of NDSL.

- h. There was no Postal Ballot Form required to be received physically in view of the MCA & SEBI circulars referred to in the Postal Ballot Notice.
- i. The votes casted on E-voting were subsequently unblocked by me on 17th March, 2024 (after end of voting period) 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 Mulchandani 58, Sudama Homes, B/h Nandigram Society, Nana Chiloda, Ahmedabad	
02.	Dhruvi Shah C-2, Archana Park Society, Swastik Cross Road, C. G. Road, Ahmedabad - 380009	

- j. All the Electronic Ballot Forms received upto the close of working hours i.e. 5.00 p.m. on Sunday, 17th March, 2024; being the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- k. The electronic ballots (E-voting) were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorization lodged by the respective Equity shareholders.
- l. As contained in the Postal Ballot notice, votes given by the Equity shareholder through E-voting were considered final and binding.
- m. Thereafter, the details of members, who have voted “For”, “Against” the resolution proposed for Postal Ballot, were prepared based on report generated from the e-voting website of NSDL and the scrutiny of the electronic ballots received from the equity shareholders.

5. Based on the scrutiny of the Ballots, the result of Postal Ballot through E-voting on the Resolution is as under:

Particulars	Number of Ballots	Number of Shares
Total E-ballots received	83	66,57,732
Total Postal Ballots received	Nil	Nil
Total Ballots received	83	66,57,732
Less: Invalid ballots	Nil	Nil
Total Valid Ballots	83	66,57,732
Less: Unutilised votes	Nil	Nil
Total Valid used Ballots	83	66,57,732

(a) Resolution No. 1:

Special Resolution for approval of Buyback of Equity Shares:

- (i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	77	6640279	66402790	99.74%
Through Postal Ballot	Nil	Nil	Nil	Nil
Total	77	6640279	66402790	99.74%

- (ii) Voted against the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	6	17453	174530	0.26%
Through Postal Ballot	Nil	Nil	Nil	Nil
Total	6	17453	174530	0.26%

(iii) **Invalid Votes:**

Particulars	Number of members/ballots	Number of votes
Through E-voting	Nil	Nil
Through Postal Ballot	Nil	Nil
Total	Nil	Nil


6. A compact disk (CD) / Excel Sheets and other supportive documents containing list of equity shareholders who voted “For”, “Against” and those equity share holders whose votes which were declared “Invalid” for the resolution and also the resolutions/authorization received from corporate shareholders etc. together with the original postal ballots, will be returned separately, in due course.

Thanking you,

Yours faithfully,

Place: Ahmedabad
Date: 18th March, 2024




Signature of the Scrutinizer
[CS MANOJ HURKAT]
FCS- 4287, CP – 2574
UDIN: F004287E003584204

Countersigned by:

For, FRESHTROP FRUITS LIMITED

Ashok
Vishindas
Motiani

Digitally signed by
Ashok Vishindas Motiani
Date: 2024.03.18
15:03:26 +05'30'

Chairperson/ Authorised Signatory