

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 Chairman
of Extra Ordinary General Meeting (EGM) of the members of
Freshtrop Fruits Limited
held on 9th November, 2023 at 11.30 a.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 Remote E-voting & E-voting during EGM 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 EGM held on 9th November, 2023 at 11.30 a.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. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated 5th May, 2022, Circular No. 10/2022 dated 28th December, 2022 and Circular No. 9/2023 dated 25th September, 2023 (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, SEBI Circular dated 5th January, 2023 and SEBI Circular dated 7th October, 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 resolution contained in the Notice of Extra Ordinary 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 EGM) 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, 6th November, 2023 (9.00 a.m.) to Wednesday, 8th November, 2023 (5.00 p.m.).
- II. The Members of the Company as on "cut off" date i.e. 2nd November, 2023 were entitled to vote on the resolutions stated in the Notice of EGM. 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 9th November, 2023 at 12.15 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 EGM:

- I. The E-voting was conducted on the Agenda Item contained in the Notice of EGM.
 - II. The E-voting during EGM was conducted to enable the members of the Company who have attended the EGM 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 EGM have exercised their right to vote and after seeking permission from the Chairperson of EGM, E-voting at the EGM was closed/blocked.
 - IV. The electronic votes casted by the members during the EGM were subsequently unblocked by me immediately after the conclusion of EGM 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” the resolution permitted for E-voting during the EGM, 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 EGM, the combined result of the voting is as under:



Resolution No. 1: (Special Business – Special Resolution):

Special Resolution for Approval for Transfer of Fresh Fruit Business Undertaking of the Company by way of Slump Sale:

(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 | 5833981 | 99.73% |
| E-voting (During EGM) | 4 | 865005 | 100% |
| Total | 68 | 6698986 | 99.76% |

(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 | 15992 | 0.27% |
| E-voting (During EGM) | Nil | Nil | Nil |
| Total | 2 | 15992 | 0.24% |

(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) | Nil | Nil | Nil |
| E-voting (During EGM) | Nil | Nil | Nil |
| Total | Nil | Nil | Nil |



Pursuant to the provisions of Regulation 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI-LODR), the Special resolution as proposed shall be acted upon on, if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by public shareholders against the resolution.

In view of this, for the purpose of determining requisite majority for this Special resolution from the viewpoint of Regulation 37A of the SEBI-LODR, I have notionally excluded the votes cast by non-public shareholder (i.e. Promoter & Promoter Group shareholders) and re-checked/re-calculated as to whether the votes cast by the public shareholders in favour of the proposed Special resolution exceeded the votes cast by public shareholders against the resolution.

Hence, the voting result in respect of the resolution from the view point of Regulation 37A of the SEBI-LODR 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 (Remote) | 52 | 307152 | 95.05% |
| E-voting (During EGM) | 3 | 136501 | 100% |
| Total | 55 | 443653 | 96.52% |

(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 | 15992 | 4.95% |
| E-voting (During EGM) | Nil | Nil | Nil |
| Total | 2 | 15992 | 3.48% |

You may accordingly declare the voting results.


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: 9th November, 2023




Signature of the Scrutinizer
[CS MANOJ HURKAT]
FCS- 4287, CP – 2574
UDIN: F004287E001734061

Countersigned by:

For, FRESHTROP FRUITS LIMITED

Chairperson/ Authorised Signatory