

Registered Office: A - 603, Shapath IV, S. G. Road, Ahmedabad-380 015, Gujarat, INDIA. Tel.: +91-79-40307050 - 59 Fax: +91-79-66527069 www.freshtrop.com info@freshtrop.com

CIN: L15400GJ1992PLC018365

September 29, 2015

To, The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 Fax No. 022-2272 2039

Dear Sir / Madam,

SUB: Disclosure of Voting results of AGM (Clause 35A) - AGM held on 28.09.2015 REF: FRESHTROP FRUITS LIMITED - BSE CODE - 530077

Please find the attached disclosure of voting results for the Annual General Meeting of the Company held on 28th September, 2015 alongwith the Scrutinizer Report.

Kindly take the above information on record in compliance to the Listing Agreement.

Thanking You.

Yours faithfully,

FOR FRESHTROP FRUITS LIMITED

JIĞNESH GANDHI **COMPANY SECRETAR**

Tel.: +91-2557-202 852-54



Registered Office: A - 603, Shapath IV, S. G. Road, Ahmedabad-380 015, Gujarat, INDIA. $\label{eq:tel:fig:reshtrop.com} \textbf{Tel.} : +91-79-40307050 - 59 \quad \textbf{Fax} : +91-79-66527069 \quad \textbf{www.freshtrop.com} \quad \text{info@freshtrop.com} \\ & \quad \textbf{CIN} : \textbf{L15400GJ1992PLC018365} \\ \\ \end{array}$

Details of Voting Results - 23rd Annual General Meeting held on 28th September, 2015

1.	Date of the AGM	28th September, 2015
2.	Total number of shareholders on record date	6858
3.	No. of shareholders present in the meeting either in person or through proxy: i. In Person	
	 Promoters and Promoter Group Public 	6 31
	ii. Through Proxy Promoters and Promoter Group	0
	■ Public	0
4.	No. of Shareholders attended the meeting through video conferencing Promoters and Promoter Group Public	Not arranged

AGENDA - WISE

	AGLITO	A - WISE		
Sr.	Details of Agenda	Resolution	Mode of	Remarks
no.		Ordinary /	Voting	
	,	Special	,	
1.	Adoption of Annual Accounts of the	Ordinary	E-voting and	The resolution was
	Company together with reports of Board of		Poll Process	passed unanimously
	Directors and Auditor's Report for the year			
	ended on 31 st March, 2015			
2.	Declaration of Dividend on Equity Shares for	Ordinary	E-voting and	The resolution was
	the financial year 2014-15		Poll Process	passed unanimously
3.	Re-appointment of Mr. Ashok Motiani who	Ordinary	E-voting and	The resolution was
	retires by rotation and being eligible offers	·	Poll Process	passed unanimously
	himself for re-appointment			·
4.	Ratify the appointment of M/s Mayank Shah	Ordinary	E-voting and	The Resolution was
	& Associates, Chartered Accountants as		Poll Process	passed by requisite
	Statutory Auditor of the Company and fixing			majority
	their remuneration			
5.	Revision in remuneration of Mr. Mayank	Special	E-voting and	The Resolution was
	Tandon, Sr. Vice President, Fresh Produce,		Poll Process	passed by requisite
	under section 188 to office or place of profit.			majority
6.	Revision in remuneration of Ms. Dipti	Special	E-voting and	The Resolution was
	Motiani, Vice President, Processed Foods,		Poll Process	passed by requisite
	under section 188 to office or place of profit.			majority
	and section 100 to office of place of profit.			majority DE

Unit-I

Gat No. 171, Vill. Jaulke, Bombay-Agra Rd. Post Ozar, Tal. Dindori,
Dist. Nasik-422 207, Maharashtra, INDIA
Tel.: +91-2557-279 172
Fax: +91-2557-279 108

Unit-II

Survey No. 1366, Savlej-Wayfale Rd. Post Siddhewadi, Tal. Tasgaon Dist. Sangli-416 311, Maharashtra, INDIA Tel.: +91-2346-254 871 / 2 / 3 Fax: +91-2346-254 874

Dist. Nasik-422 206 Maharashtra, INDIA Tel.: +91-2557-202 852-54

7.	Revision in remuneration of Mrs. Priyanka	Special	E-voting and	The Resolution was
	Tandon, Vice President, Commercial, under		Poll Process	passed by requisite
	section 188 to office or place of profit.			majority
8.	Re-appointment of Mrs. Nanita Motiani as	Special	E-voting and	The Resolution was
	Whole time Director of the Company for a	` <i>.</i>	Poll Process	passed by requisite
	period of three years.			majority

Results of the e-voting in the prescribed format are annexed herewith

Thanking YOU

Yours faithfully,

FOR FRESHTROP FRUITS LIMITED

COMPANY SECRETARY

March, 2015 (Ordinary Resolution). Resolution No. 1: Adoption of Annual Accounts of the Company together with the Directors' Report and the Auditor's Report for the financial year ended on 31st

Promoter Group Public-others Public Resolution No. 1. Adoption of Annual Accounts of the Company together with the Directors' Report and the Auditor's Report for the financial year ended on 31st Holders Institutional Promoter March, 2015 (Ordinary Resolution). Promoter / Public and No. Shares held Ξ 53,33,098 68,11,902 <u>o</u> (2a) E-voting 68,11,902 1,31,601 No. of Votes polled Postal Ballot Physical (2b)771 (2a+2b) Total 68,11,902 1,32,372 polled 3=(2/1)*100 shares outstanding % of 100.00% Votes 2.48% 9 in favour 4 No. of votes- No. 68,11,902 1,32,372 (5) against shares 오 votes polled 6=(4/2)*100 favour % of votes in 100.00% 100.00% 9 polled % against 7=(5/2)*100 9 <u>약</u> 0.00% 0.00% votes votes

Total

12145000

69,43,503

771

69,44,274

57.18%

69,44,274

100.00%

0.00%

 Total	Public-others	Institutional Holders	Promoter Group			•	Resolution No. 2: Promoter / Public
12145000	53,33,098		06,11,50	1		Shares hel	Resolution No. 2: Declaration of Dividend (Ordinary Resolution Promoter / Public No. of
69,43,503	1,31,601	ı	506,11,89		E-voting (2a)	No.	/idend (Ordinary
771	771		ı	Ballot (2b)	Physical Postal	No. of Votes polled (2)	Resolution)
69,44,274	1,32,372	ı	68,11,902		Total (2a+2b)	lled	
57.18%	2.48%		100.00%		shares 3=(2/1)*100	% of votes polled on outstanding	
69,44,274	1,32,372	ı	68,11,902			No. of votes- in favour (4)	
1	-	1	1		(5)	No. of shares – against	
100.00%	100.00%	· .	100.00%		6=(4/2)*100	% of votes in favour - on votes polled	
0.00%	0.00%		0.00%	٠	*10(% of votes against	

0.00%	100.00%	1	54,12,269	44.56%	54,12,269	771	54,11,498	1,21,45,000	Cog
0.00%	100.00%	ı	1,32,3/2	2.48%	7,5,5,7		1,01,001	4 34 47 000	Total
				3 400/	1 27 272	771	1 31 601	53.33.098	Public-others
									Holders
ı	1			,					Institutional
					•	1	_	1	Public -
0.00%	WOO.UUT	ı	02,70,007				,		Promoter Group
	100 000/		52 79 897	77 50%	52.79.897		52,79,897	68,11,902	Promoter and
	•					(2b)			
(*) */						Ballot			
7=(5/2)*100				3=(2/1)*100	(2a+2b)	Postal	(2a)		
		(5)		shares	Total	Physical	E-voting		
on votes	votes polled .	against	(4)	outstanding		(2)	1	(±)	
against	favour - on	shares -	in favour	ă	iled	ivo. or votes polled	-	(1)	
% of votes	of % of votes in % of	No.	No. of votes-	Votes		of Votor in	2	Shares held	
	50.00	l l				All Colds.		25	Promoter / Public

Resolution No 3: Retirement of Director (Ordinary Resolution).

0.08%		99.99%	, 100	69,44,174	57.18%	69,44,274	1//	03,43,303	1,11,10,000		
						3	1	60 AD EOD	1 21 45 000		Total
0.08%		99.92%	100	1,32,272	2.48%	1,32,372	771	1,31,601	53,33,098	Public-others	Publ
										Ē	noidels
•••			<u></u>							Institutional	IIISUI
1		-	1	ı	ı	ı		ı	ı	. <u> </u>	Public
0.00%		100.00%	ľ	68,11,902	100.00%	68,11,902	1	68,11,902	68,11,902	Promoter Group	Pron
							(21)		200		D C
							(24)				
!)*100	7=(5/2)*100				3=(2/1)*100	(2a+2b)	Postal	(22)			
,	polled	6=(4/2)*100	(5)		shares	Total	Physical	E-voting	,		
n votes	 on	votes polled	against	(4)	outstanding		(2)		(T)		
	against	favour - on	shares -	in favour	ž	iled	No. of Votes polled	NO	(1)		
of votes	% 9	% of votes in	No. of	tes-	Votes	-		2	No. of Shares	riolipoter/Public	770
				- Table 1		Jon).	mary nesolut	or Meening ford	Ac Turidal Oction		
my till the	ne Compa	conclusion of the next Annual General Mosting To-though the Company till the	bad as Statut	ntants, Ahmeda	Chargered Accoun	allox Assumates	STATE OF STATE	al Meeting for	Conclusion of the next Annual General Meeting of the next Annual Meeting of	Lusion of the ne	0000
						2 A	Mawank Ch	Dintment of Mix	ratify the Reapo	alution No 4: To	Resc

Public Promoter Group Promoter Resolution). Institutional Promoter / Public Resolution No 5: Revision in remuneration of Mr. Mayank Tandon Sr. Vice President, Fresh Produce under section 188 to any office or place of profit. (Special and held (1) No. of Shares 68,11,902 E-voting (2a) 57,04,976 No. of Votes polled Postal Ballot Physical (2b) Total (2a+2b) 57,04,976 shares polled 3=(2/1)*100 outstanding % of 83.75% Votes **(4)** No. of votesin favour 57,04,976 against (5) shares 약 6=(4/2)*100 votes polled favour -% of votes 100.00% 9 3 000 polled % against 7=(5/2)*100 <u>약</u>, 0.00% votes votes

Total

1,21,45,000

58,36,577

771

58,37,348

48.06%

58,37,248

100

99.99%

0.01%

Holders Public-others

53,33,098

1,31,601

771

1,32,372

2.48%

1,32,272

100

99.99%

0.01%



ĮĬ.

9% 0.01%	/00 000	100	33,94,997	27.95%	33,95,097	771	33,94,326	1,21,45,000	Total
	99.99%	100	1,32,272	2.48%	1,32,372	771	1,31,601	53,33,098	Public-others
									Holders
•			1				····.		Institutional
							1	t	Public -
0.00%	100.00%	Į.	32,62,725	47.90%	32,62,725	1	32,62,725	68,11,902	Promoter and Promoter Group
						Ballot (2b)			
7=(5/2)*100	,			3=(2/1)*100	(2a+2b)	Postal	(2a)		
polled	6=(4/2)*100	(5)		shares	Total	Physical	E-voting		
	Ω.	against	(4)	outstanding		(2)		(1)	
against		shares -	in favour	polled on	iled	No. of Votes polled	No.	held	
in % of votes	% of votes in	No. of	No. of votes-	% of Votes				No. of Shares	Promoter / Public
under section 188 to any office or place of profit. (Special	y office or place	on 188 to an	- 14 to - T	esident, commer	alluon, vice yr	s, Tiyanka			

	held (1)	No	No. of Votes polled (2)	lled	% of Votes polled on outstanding	No. of votes- in favour (4)	No. of shares -	% of votes in % of favour – on against
		E-voting	Physical	Total	shares		(5)	6=(4/2)*100
•		(2a)	Postal Ballot	(2a+2b)	3=(2/1)*100		•	
			(2b)					
Promoter and Promoter Group	68,11,902	43,69,651	ı	43,69,651	64.15%	43,69,651	ı	100.00%
Public	1	ı	-	ı			,	t
Institutional Holders							1	
Dublic-others	E2 22 000	1					.,	
rubiic-oujeis	53,33,098	1,31,601	771	1,32,372	2,48%	1,32,272	100	99.99%
Total	1,21,45,000	45,01,252	771	45,02,023	37.06%	45,01,923	100	99.99%

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 section 109 of the companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

September 29,2015

To,
The Chairman of 23rd Annual General Meeting
Freshtrop Fruits Limited
A-603, Shapath IV, S. G. Road
Ahmedabad- 380015.

Dear Chairman,

Subject: Scrutinizers Report on Remote e-voting and Poll Process of 23rd Annual General Meeting held on September, 28,2015.

By resolution of the Board of Directors of the Company passed on May 29, 2015, I the undersigned has been appointed as the Scrutinizer to ensure that the process of remote c-Voting as prescribed under Section 108 of the Coinpanies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014 ("Rules") and Poll Process at the meeting are complied with in respect business transacted at the 23rd Annual General Meeting of the Company held on September 28, 2015 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 in respect of the resolutions in terms of the Notice of the 23rd 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 23rd 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 results 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 21,2015.
- 3. As prescribed in the rule 20(3) of the Companies (Management and Administration) Rules, 2014 and mentioned in the Notice of 23rd Annual General Meeting of the Company, the remote e-voting facilities were kept open for four days from September 24,2015 (10.00 a.m.) to September 27, 2015 (05.00 p.m.).
- 4. At the end of the remote e-voting period on September 27, 2015 (05.00 p.m.), remote e-voting portal of service provider was blocked forthwith.
- 5. During the ACM after the time fixed for closing of the Poll by the Chairman, one Poll box kept for polling was locked in the presence of shareholders.
- 6. After the AGM, the Poll box kept for voting was immediately opened by me in the presence of Mr. Chander Murjani and Nirali. N. Shah
- 7. There were 37 shareholders present at the meeting present in person.
- 8. On Monday, September, 28, 2015 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. Chander Murjani and Nirali. N. Shah.
- 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.

<u>Consolidated Report on result of voting through electronic means and voting by Poll is as under:</u>

Resolution No. 1 (Ordinary Resolution) - To receive, consider and adopt the Annual Accounts of the Company together with the Directors' Report and the Auditor's Report for the year ended on 31st March, 2015.

i. Votes in Favour of the Resolution:

Number of Members Voted	Number of Votes	% of total number of valid
	Cast by them	votes cast
44	69,44,274	100.00%

ii. Votes against the Resolution:

Number of Members Voted	Number of Votes	% of total number of valid
	Cast by them	votes cast
0	0	0.00%

iii. Invalid Votes:

Number of Members Voted	Number of Votes Cast by them	
00	0	

Resolution No. 2 - (Ordinary Resolution) Declaration of Dividend

i. Votes in Favour of the Resolution:

Number of Members Voted	Number o	of	Votes	%	of	total	number	of	valid
	Cast by them			vo	tes	cast			
44	69,44,274			10	0.0	0%			

ii. Votes against the Resolution:

Number of Members Voted	Number of	Votes	% of total	number	of valid
	Cast by them		votes cast		
00	0		0.00%		

iii. Invalid Votes:



Number of Members Voted	Number of Votes Cast by them	
Nil	Nil	

Resolution No. 3 – (Ordinary Resoltion) Retirement of Director

i. Votes in Favour of the Resolution:

Number of Members Voted	Number	of	Votes	%	of	total	number	of	valid
	Cast by the	em		vo	tes	cast			İ
44	54,12,269			10	0.0	0%			

ii. Votes against the Resolution:

Number of Members Voted	Number of Votes	% of total number of valid
	Cast by them	votes cast
00	0	0.00%

iii. Invalid Votes:

Number of Members Voted	Number of Votes Cast by them	
00	0	

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

Resolution No 4: (Ordinary Resoltion) To ratify the Reappointment of M/s Mayank Shah & Associates Chartered Accountants, Ahmedabad as Statutory Auditors of the Company till the conclusion of the next Annual General Meeting.

i. Votes in Favour of the Resolution:

Number of Members Voted	Number of Votes	% of total number of valid
	Cast by them	votes cast
43	69,44,174 .	99.99%

ii. Votes against the Resolution:

Number of Members Voted	Number of Votes	% of total number of valid
	Cast by them	votes cast
01	100	0.01%



iii. Invalid Votes:

Number of Members Voted	Number of Votes Cast by them
00	0

Resolution No 5: (Special Resoltion) Revision in remuneration of Mr. Mayank Tandon Sr. Vice President, Fresh Produce under section 188 to any office or place of profit. (Special Resolution).

i. Votes in Favour of the Resolution:

Number of Members Voted	Number of Votes	% of total number of valid
	Cast by them	votes cast
41	58,37,248	99.99%

ii. Votes against the Resolution:

Number of Members Voted	Number	of	Votes	%	of	total	number	of	valid
	Cast by th	em		vo	tes	cast		_	
01	100			0.0)1%)			

iii. Invalid Votes:

Number of Members Voted	Number of Votes Cast by them	
0	0	

Shri Mayank Tanodn and Mrs. Priyanka Tandon being interested so their votes are not counted for this resolution

Resolution No 6 (Special Resoltion) - Revision in remuneration of Ms. Dipti Motiani, Vice President, Processed Foods, under section 188 to any office or place of profit.

i. Votes in Favour of the Resolution:

Number of Members Voted	Number of Votes	% of total number of valid
	Cast by them	votes cast
40	37,17,214	99.99%

ii. Votes against the Resolution:



Number of Members Voted	Number of Votes	% of total number of valid
	Cast by them	votes cast
01	100	0.01%

iii. Invalid Votes:

Number of Members Voted	Number of Votes Cast by them	1
0	0	

Shri Ashok Motiani, Mrs. Nanita Motiani and Ms. Dipti Motiani being interested so their votes are not counted for this resolution

Resolution No 7: (Special Resoltion) Revision in remuneration of Mrs. Priyanka Tandon, Vice President, commercial under section 188 to any office or place of profit.

i. Votes in Favour of the Resolution:

Number of Members Voted	Number	of	Votes	%	of	total	number	of	valid
	Cast by them			votes cast					
39	33,94,997	7		99	.99	%			

ii. Votes against the Resolution:

Number of Members Voted	Number	of	Votes	%	of	total	number	of	valid
	Cast by them			votes cast					
01	100			0.0	1%)			

iii. Invalid Votes:

Number of Members Voted	Number of Votes Cast by them
0	0

Shri Ashok Motiani, Mrs. Nanita Motiani and Mr. Mayank Tandon being interested so their votes are not counted for this resolution

Resolution No 8: Re-appointment of Mrs. Nanita Motiani (DIN: 00787809) as Whole Time Director for a period of three years.

i. Votes in Favour of the Resolution:



Number of Members Voted	Number of Votes	% of total number of valid
	Cast by them	votes cast
41	45,01,923	99.99%

ii. Votes against the Resolution:

Number of Members Voted	Number of Votes	% of total number of valid
	Cast by them	votes cast
01	100	0.01%

iii. Invalid Votes:

Number of Members Voted	Number of Votes Cast by them	
0	0	

Shri Ashok Motiani, and Mrs. Nanita Motiani being interested so their votes are not counted for this resolution

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 Poll papers and other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Date: September 28, 2015

Place: Ahmedabad

Yours faithfully, For, RS Sharma & Associates

Complain Socretaries

M. NO. 3126 CS R. S. Sharma)

crutinizer for the 23rd AGM