

## SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members

**FRESHTROP FRUITS LIMITED**

(CIN: L15400GJ1992PLC018365)

A-603, Sapath - IV, Opp. Karnavati Club,

S G Highway Ahmedabad - 380051

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **FRESHTROP FRUITS LIMITED** (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2021 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**') to the extent applicable to the Company: -
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d) The Securities and Exchange Board of India (Share Based Employee Benefits), Regulations, 2014;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

We have also examined compliance with the applicable clauses of the following:

- I. Secretarial Standards issued by The Institute of Company Secretaries of India.
- II. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

We hereby report that during the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

- VI. We further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the provisions of The Food Safety and Standards Act, 2006 and Rules made thereunder, as is specifically applicable to the Company.

We further report that:

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act except that the appointment of Mr. Ramchandra Joshi as Additional Director was belatedly intimated to Stock Exchanges and ROC.



- b) Adequate notice is given to all Directors to schedule the Board Meetings at least seven days in advance. Agenda and detailed notes on agenda were also sent to all Directors and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period:

The Board of Directors of the Company approved the Buy-back of fully paid up equity shares having face value of Rs. 10/- each, from the members of the Company (except promoters, promoter group and persons in control of the Company) at a price not exceeding Rs. 90/- per Equity Share ("Maximum Buyback Price"), and for an aggregate amount not exceeding Rs. 6.75 Crores ("Maximum Buyback Size"), which was less than 10% of the paid-up capital and free reserves of the Company as on March 31, 2020, from the open market through Stock Exchange mechanism, in accordance with the provisions of SEBI (Buyback of Securities) Regulations, 2018 and the Companies Act, 2013 and Rules made thereunder ("Buyback"). At the Maximum Buyback Price and for the Maximum Buyback Size, the indicative maximum number of Equity Shares to be bought back was to be 7,50,000 equity shares ("Maximum Buyback Shares") (comprising 6.73 % of the paid-up capital). Under the Buyback, the Company approved to utilize at least 50% of the amount earmarked as the maximum Buyback Size for the Buyback i.e. Rs. 3.375 Crores ("Minimum Buyback Size"). Pursuant to the aforesaid Buyback offer, the Company has bought back 2,66,683 equity shares at aggregate amount of Rs. 2,02,85,528/- as on 31<sup>st</sup> March, 2021.

Barring this, no event/action has taken place which have major bearing on the affairs of the Company in pursuance of the above referred laws, rules, regulations, guidelines etc.

For, MANOJ HURKAT AND ASSOCIATES  
Practicing Company Secretaries  
FRN: P2011GJ025800

Place: Ahmedabad  
Date: 29<sup>th</sup> June, 2021



MANOJ R HURKAT  
Partner

FCS No.: 4287 COP No.: 2574  
UDIN: F004287C000498297

Note: This Report is to be read with our letter of even date which is annexed as **Annexure A** and form an integral part of this Report.

**ANNEXURE A**

To

The Members

**FRESHTROP FRUITS LIMITED**

(CIN: L15400GJ1992PLC018365)

A-603, Sapath - IV, Opp Karnavati Club,  
S G Highway Ahmedabad - 380051

Our report of even date is to be read along with this letter:

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts and cost records of the Company.
4. We have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, secretarial records and other factual position which cannot be otherwise verified etc. wherever required or necessary.
5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of the same on test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For, MANOJ HURKAT AND ASSOCIATES**

*Practicing Company Secretaries*

FRN: P2011GJ025800

Place: Ahmedabad  
Date: 29<sup>th</sup> June, 2021



**MANOJ R HURKAT**

*Partner*

FCS No. 4287 C P No.: 2574

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