

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 31st March, 2024 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 31st March, 2024 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 and Sweat Equity) Regulations, 2021;
- e) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021;
- f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
- g) The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2021;
- 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. There were no changes in the composition of the Board took place during the period under review.
- 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 following events /actions have taken place which have major bearing on the affairs of the Company in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:

1. The Company has entered in to Business Transfer Agreement dated 16th October, 2023 (BTA) with M/s. Green Agrevolution Private Limited ("Buyer") for sale of fresh fruit business undertaking of the Company ("Undertaking") for consideration of Rs. 77 Crores on slump sale basis as a going concern subject to requisite approvals and other formal process. Moreover, the shareholders of the Company at their Extra Ordinary General Meeting held on 9th November, 2023 have approved the proposal for transfer of Fresh Fruit Business Undertaking of the Company by way of Slump Sale. The sale deeds for the immovable properties have been executed in favour of the Buyer.
2. The Board of Directors of the Company at their meeting held on 12th February, 2024 have approved the Buy-back of 19,25,000 fully paid up equity shares having face value of Rs. 10/- each, from the members of the Company at a price of Rs. 175/- per Equity Share ("Buyback Price"), and for an aggregate amount not exceeding Rs. 33,68,75,000/- ("Buyback Size"), which was 24.55% of the paid-up capital and free reserves of the Company as per the audited interim financial statements of the Company as on 31st December, 2023 through Tender Offer Process using 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"). Further the shareholders of the Company also approved the Buy-back, by way of Special Resolution, through Postal Ballot by voting through electronic means pursuant to a Postal Ballot Notice dated 12th February, 2024, the result of which were announced on Monday, 18th March, 2024. Pursuant to the aforesaid Buyback offer, the Company has bought back 19,25,000 equity shares at aggregate amount of Rs. 33,68,75,000/- at a price of Rs. 175/- per equity shares at the end of Buyback period. The Buyback period commenced from 8th April, 2024 and ended on 16th April, 2024. Post Buyback, the Paid up share capital of the Company is Rs. 7,96,99,020 divided into 79,69,902 equity shares of Rs. 10/- each.

Place: Ahmedabad
Date: 15th May, 2024



For, MANOJ HURKAT AND ASSOCIATES
Practicing Company Secretaries
FRN: P2011GJ025800
PR Certificate No.: 600/2019

MANOJ R HURKAT
Partner

FCS No.: 4287 C P No.: 2574
UDIN: F004287F000353647

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.
7. The Secretarial audit was conducted in accordance with Auditing Standards issued by the Institute of Company Secretaries of India and in a manner which evolved such examinations and verifications as considered necessary and adequate for the said purpose.



Place: Ahmedabad
Date: 15th May, 2024

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

MANOJ R HURKAT
Partner

FCS No. 4287 C P No.: 2574
UDIN: F004287F000353647