

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, 2022 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, 2022 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 (upto 12th August, 2021); The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (w.e.f. 13th August, 2021);
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (upto 15th August, 2021); The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 (w.e.f. 16th August, 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, 2009 (upto 9th June, 2021); The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2021 (w.e.f. 10th June, 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 except for the delay of one day in submission of complete set of financial results for the quarter ended on 31st December, 2021 with the BSE Limited under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- 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.:

The Board of Directors of the Company at their meeting held on 28th January, 2021 have 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 4,57,004 equity shares at aggregate amount of Rs. 3,61,95,074/- at average price of Rs. 79.20 per equity shares at the end of Buyback period. The Buyback period commenced from 10th February, 2021 and ended on 5th July, 2021. Post buyback, the paid up capital of the Company stand reduced to Rs. 10,68,79,960/- divided into 1,06,87,996 Equity shares of Rs. 10/- each.

Place: Ahmedabad
Date: 28th May, 2022



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: F004287D000406777

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.