

**Secretarial Compliance Report of FRESHTROP FRUITS LIMITED (CIN: L15400GJ1992PLC018365) for the year ended on 31<sup>st</sup> March, 2020**

We, **MANOJ HURKAT & ASSOCIATES**, Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **FRESHTROP FRUITS LIMITED** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on **31<sup>st</sup> March, 2020** (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; as applicable and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	Show Cause Notice No. SEBI/HO/OW/ EFD/ DRA2/SD/SD/ AS/ 018/29490/1dated 24 <sup>th</sup> October, 2018 under Section 11B of SEBI Act, 1992 in the matter of investigation in the suspected insider trading activities of Mr. Ashok Motiani (Managing Director and Promoter of the Company) (Noticee) in the script of the Company.	➤ Violation of Regulation 3 and 4 of the SEBI (PIT) Regulations, 1992 read with Regulation 12 of SEBI (PIT) Regulations, 2015 and Section 12A(d) &(e ) of the SEBI, Act	The Whole Time Member of the SEBI vide order dated 29/08/2019 had disposed of the Show Cause Notice without imposing any fine or penalty on the Managing Director and Promoter of the Company.	NIL
2	Show Cause Notice No. EAD5/MC/VS/ 34789/1dated 21 <sup>st</sup> December, 2018 under Rule 4(1) of SEBI (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 in the matter of alleged insider trading in the script of the Company by Mr. Ashok Vishandas Motiani (Managing Director and Promoter of the Company) (Noticee)	➤ Violation of Regulation 3 and 4 of SEBI (PIT) Regulations, 1992 read with Regulation 12 of SEBI (PIT) Regulations, 2015 and Section 12A(d) &(e ) of the SEBI, Act	The Adjudicating Officer of the SEBI vide order dated 06/09/2019 had disposed of the Show Cause Notice without imposing any fine or penalty on the Managing Director and Promoter of the Company	NIL



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- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended on 31 <sup>st</sup> March, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NOT APPLICABLE				

- (e) In terms of SEBI Circular No.: CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019, the Company has suitably incorporated the terms of appointment of the Statutory Auditors as specified in Para 6(A) and Para 6 (B) of the said Circular.

Place: Ahmedabad  
Date: 25<sup>th</sup> June, 2020



**For, MANOJ HURKAT AND ASSOCIATES**

*Practicing Company Secretaries*

FRN: P2011GJ025800

**MANOJ R HURKAT**

*Partner*

FCS No.: 4287, C P No.: 2574

UDIN: F004287B000356815