

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

NAME OF THE COMPANY: FRESHTROP FRUITS LIMITED
QUARTER ENDING ON: 31th March, 2011

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I	YES	
(A) Composition of Board	49(IA)	YES	
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	YES	
(C) Other Provisions as to Board and Committees	49 (IC)	YES	
D) Code of Conduct	49 (ID)	YES	Will be published on website of the Company very shortly
II. Audit Committee	49 (II)	YES	
(A) Qualified & Independent Audit Committee	49 II(A)	YES	
(B) Meeting of Audit Committee	49 II(B)	YES	
(C) Powers of Audit Committee	49 II(C)	YES	
(D) Role of Audit Committee	49 II(D)	YES	
(E) Review of Information by Audit Committee	49 II(E)	YES	
III. Subsidiary Companies	49 III	NA	
IV. Disclosures	49 IV	YES	
(A) Basis of Related Party Transactions	49 IV(A)	YES	
(B) Disclosure of Accounting Treatment	49 IV(B)	NA	
(C) Board Disclosures	49 IV(C)	YES	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 IV(D)	NA	
(E) Remuneration of Directors	49 IV(E)	YES	Will be complied in the next Annual Report
(F) Management	49 IV(F)	YES	Will be complied in the next Annual Report
(G) Shareholders	49 IV(G)	YES	Will be complied in the next Annual Report

V.CEO/CFO Certification	49 (V)	YES	Will be complied in the next Annual Report
VI. Report on Corporate Governance	49 (VI)	YES	Will be complied in the next Annual Report
VII. Compliance	49 (VII)	YES	