



# PRIME FRESH LIMITED

Date: 16<sup>th</sup> September, 2023

To,  
The Manager, Listing  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001

Dear Sir/Madam

SCRIP ID: BSE: 540404

Sub: Voting Result of Annual General Meeting of the Company held on Friday, 15<sup>th</sup> September, 2023.

The 16<sup>th</sup> Annual General Meeting of the Company was held on Friday, September 15, 2023 at 02.30 PM through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the business as set out in the Notice of the 16<sup>th</sup> Annual General Meeting.

In this regard, please find enclosed Voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the Scrutinizer's Report is made available on the Company's Website at [www.primefreshlimited.com](http://www.primefreshlimited.com)

You are requested to update the record accordingly.

For, PRIME FRESH LIMITED

**JASMIN**  
**JAYKU**  
**MAR**  
**DOSHI**

Digitally signed by JASMIN  
JAYKUMAR DOSHI  
DN: c=IN, o=Personal,  
postalCode=380015,  
st=Gujarat,  
serialNumber=F80822168  
7513D72E4F42BADF67D11  
281992E4691268292F0CF4  
48029F5A5CA  
cn=JASMIN JAYKUMAR  
DOSHI  
Date: 2023.09.16 15:53:43  
+05'30'

JASMIN DOSHI  
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: As stated above.

General information about company	
Scrip code	540404
NSE Symbol	na
MSEI Symbol	na
ISIN	INE442V01012
Name of the company	PRIME FRESH LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	15-09-2023
Start time of the meeting	02:30 pm
End time of the meeting	02:50 pm

*Jimmy Shelam*

Scrutinizer Details	
Name of the Scrutinizer	UMESH VED
Firms Name	UMESH VED & ASSOCIATES
Qualification	CS
Membership Number	4411
Date of Board Meeting in which appointed	07-08-2023
Date of Issuance of Report to the company	16-09-2023

*Jinoo Ghelani*

Voting results	
Record date	08-09-2023
Total number of shareholders on record date	409
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	5
b) Public	5
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

*Timon Shelam*

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To receive, consider and adopt the audited financial statements of the Company for the Financial year ended March 31, 2023 including the statement of Profit and Loss and the cash flow statement together with the Reports of the Board of Directors and Auditors thereon					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7209708	7089708	98.3356	7089708	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7209708	7089708	98.3356	7089708	0	100
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	5313240	730000	13.7393	730000	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5313240	730000	13.7393	730000	0	100
Total		12522948	7819708	62.443	7819708	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

*Jinon Ghelani*

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

*Jinoo Ghalemi*

Resolution(2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To Receive, consider and adopt the audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2023 including the statement of Profit and Loss and Cash Flow statement together with the Reports of the Board of Directors and Auditors thereon					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7209708	7089708	98.3356	7089708	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		7209708	7089708	98.3356	7089708	0	100
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	5313240	730000	13.7393	730000	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5313240	730000	13.7393	730000	0	100
Total		12522948	7819708	62.443	7819708	0	100	0
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								

*Timon Ghelani*

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

*Junaid Ghelani*



Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Appoint director in place of Mr. Mayur Nanalal Thakkar(DIN:08423444) who retires by rotation and being eligible, offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7209708	7089708	98.3356	7089708	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		7209708	7089708	98.3356	7089708	0	100
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	5313240	730000	13.7393	730000	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5313240	730000	13.7393	730000	0	100
Total		12522948	7819708	62.443	7819708	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

*Tinoo Shethani*

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

*Jimu Shahani*

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a director in place of Mr. Gurmeetsingh Bhamrah (DIN: 02527135) who retires by rotation and being eligible, offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7209708	7089708	98.3356	7089708	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		7209708	7089708	98.3356	7089708	0	100
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	5313240	730000	13.7393	730000	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5313240	730000	13.7393	730000	0	100
Total		12522948	7819708	62.443	7819708	0	100	0
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								

*Jirav Shahani*

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

*Timon Ghelani*

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To Approve related party Transaction				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7209708	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		7209708	0	0	0	0	0
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	5313240	730000	13.7393	730000	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5313240	730000	13.7393	730000	0	100
Total		12522948	730000	5.8293	730000	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

*Timu Gholami*

Text Block	
Textual Information(1)	08 Members of the company holding 7089708 shares, who voted in resolution no. 5 are not counted for the purpose of calculation here in item no. 5 since they are related party and not allowed to vote.

*Jimu Ghelani*

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

*Jimu Ghelani*

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Issue, Offer and allot Equity shares on preferential basis				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7209708	7089708	98.3356	7089708	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		7209708	7089708	98.3356	7089708	0	100
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	5313240	730000	13.7393	730000	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5313240	730000	13.7393	730000	0	100
Total		12522948	7819708	62.443	7819708	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

*Jimu Ghoshani*



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

*Timur Ghelani*



**UMESH VED & ASSOCIATES**  
**Company Secretaries**

304, Shoppers Plaza-V, Opp. Municipal Market, C. G. Road, Navrangpura, Ahmedabad - 380 009.  
Telefax : (O) +91 79 26464153, 48904153 • Mobile +91 98250 35998  
E mail : info@umeshvedcs.com, umeshvedcs.office@airtelmail.in • Website : www.umeshvedcs.com

**FORM NO. MGT-13**

**CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to section 108 & 109 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman,  
**Prime Fresh Limited**  
102, Sanskar- 2, Near Ketav Petrol Pump,  
Polytechnic Road, Ambawadi,  
Ahmedabad Gujarat - 380015

**Re: 16<sup>th</sup> Annual General Meeting (AGM) of Prime Fresh Limited held on Friday, the 15<sup>th</sup> September, 2023 at 02:30 p.m. held through video conferencing (VC)/other audio-visual means (OAVM).**

Dear Sir,

I, Umesh Ved, Proprietor of M/s. Umesh Ved & Associates, Company Secretaries, Ahmedabad, was appointed as Scrutinizer for the purpose of scrutinizing the Remote E-Voting process and voting at the Annual General Meeting ("AGM") pursuant to Section 108 & 109 of the Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Rules, 2014, as amended on the resolutions contained in the Notice of the 16<sup>th</sup> AGM along with the addendum to the notice to the Members of " Prime Fresh Limited" (the Company) held on Friday, the 15<sup>th</sup> September, 2023 at 02:30 p.m. held through video conferencing (VC)/other audio visual means (OAVM) in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

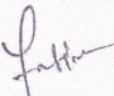
My responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer's Report of the votes casted "in favour" or "against" the resolution(s) based on the reports generated from the Remote e-voting system and e-voting provided by National Securities Depository Limited (the Agency/ service provider).

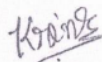
I submit my report as under:

- i. The notice dated 16<sup>th</sup> August, 2023 along with the addendum to the notice dated 24<sup>th</sup> August, 2023 as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 (collectively referred to as "SEBI Circulars")..



- ii. The Company has availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting and voting at the AGM by the shareholders of the Company.
- iii. The shareholders of the Company holding shares as on the "cut-off" dated Friday 08<sup>th</sup> September, 2023 were entitled to vote on the proposed resolutions as set out in item nos. 1 to 6 in the Notice of the 16<sup>th</sup> AGM & addendum to the notice of Prime Fresh Limited.
- iv. The facility provided for Remote E-Voting commenced from 9:00 A.M. on Tuesday, the 12<sup>th</sup> September, 2023 and ended on 5:00 P.M. on Thursday, the 14<sup>th</sup> September, 2023. The Remote E-voting facility was blocked thereafter.
- v. The votes casted were unblocked on Friday, 15<sup>th</sup> September, 2023 after the conclusion of Annual General Meeting and was witnessed by two witnesses, Mr. Jatin Rajpurohit and Ms. Krina Thakkar, who are not in the employment of the Company. They have signed below in confirmation of the same.

  
Jatin Rajpurohit

  
Krina Thakkar

- vi. The Company had also provided e-voting facility to the shareholders present at the AGM through VC/ OAVM and who had not casted their vote earlier.
- vii. The voting done through Remote e-voting and E- voting at the meeting was reconciled with the records maintained by the RTA and the authorizations lodged with the Company.
- viii. The result of the Remote e-voting as well as of E- voting at the AGM is as under:

- (1) **ORDINARY RESOLUTION** for receiving, considering and adopting the audited financial statements of the Company including the Audited Balance Sheet as on March 31, 2023, the Statement of Profit and Loss and the Cash flow statement together with the Reports of the Board of Directors and Auditors thereon.

Voted in Favor of the Resolution

Type of Voting	Number of members present and voting	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	28	7819708	100%
E-voting (AGM)	0	0	0
<b>Total</b>	<b>28</b>	<b>7819708</b>	<b>100%</b>

Voted against of the Resolution

Type of Voting	Number of members present and voting	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	0	0	0
E-voting (AGM)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>



- (2) **ORDINARY RESOLUTION** for receiving, considering and adopting the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 including the Statement of Profit and Loss and the Cash flow statement together with the Reports of the Board of Directors and Auditors thereon Voted in Favor of the Resolution

Type of Voting	Number of members present and voting	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	28	7819708	100%
E-voting (AGM)	0	0	0
<b>Total</b>	<b>28</b>	<b>7819708</b>	<b>100%</b>

Voted against of the Resolution

Type of Voting	Number of members present and voting	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	0	0	0
E-voting (AGM)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

- (3) **ORDINARY RESOLUTION** for appointing a Director in place of Mr. Mayur Nanalal Thakkar (DIN: 08423444) who retires by rotation and being eligible, offers himself for re-appointment.

Voted in Favor of the Resolution

Type of Voting	Number of members present and voting	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	28	7819708	100%
E-voting (AGM)	0	0	0
<b>Total</b>	<b>28</b>	<b>7819708</b>	<b>100%</b>

Voted against of the Resolution

Type of Voting	Number of members present and voting	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	0	0	0
E-voting (AGM)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>



- (4) **ORDINARY RESOLUTION** for appointing a Director in place of Mr. Gurmeetsingh Bhamrah (DIN: 02527135) who retires by rotation and being eligible, offers himself for re-appointment.

Voted in Favor of the Resolution

Type of Voting	Number of members present and voting	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	28	7819708	100%
E-voting (AGM)	0	0	0
<b>Total</b>	<b>28</b>	<b>7819708</b>	<b>100%</b>

Voted against of the Resolution

Type of Voting	Number of members present and voting	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	0	0	0
E-voting (AGM)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

- (5) **ORDINARY RESOLUTION** for approval of Related Party Transaction.

Voted in Favor of the Resolution

Type of Voting	Number of members present and voting	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	20	730000	100%
E-voting (AGM)	0	0	0
<b>Total</b>	<b>20</b>	<b>730000</b>	<b>100%</b>

Voted against of the Resolution

Type of Voting	Number of members present and voting	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	0	0	0
E-voting (AGM)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>



(6) **SPECIAL RESOLUTION** for issue, offer and allotment of equity shares on preferential basis:

Voted in Favor of the Resolution

Type of Voting	Number of members present and voting	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	28	7819708	100%
E-voting (AGM)	0	0	0
<b>Total</b>	<b>28</b>	<b>7819708</b>	<b>100%</b>

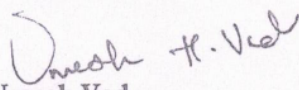
Voted against of the Resolution

Type of Voting	Number of members present and voting	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	0	0	0
E-voting (AGM)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

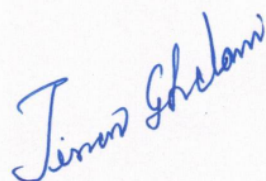
- ix. 08 Members of the company holding 70,89,708 shares, who voted in resolution no. 5 are not counted for the purpose of calculation here in item no. 5 since they are related party and not allowed to vote.
- x. All the resolutions mentioned in the AGM Notice as per details above accordingly stand passed with requisite majority
- xi. The Electronic data and all other relevant records relating to Remote e-voting and electronic voting conducted at the AGM is under my safe custody and all will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of AGM.

Thanking You,

Yours faithfully,

  
**Umesh Ved**  
**Umesh Ved & Associates**  
**Company Secretaries**  
**FCS No: 4411**  
**CP No: 2924**  
**UDIN: F004411E001023330**



  
**Jinen Ghelani**  
**Chairman**  
**(DIN: 01872929)**



Date: 16<sup>th</sup> September, 2023  
 Place: Ahmedabad