

Date: 30th September, 2024

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 the 17th Annual General Meeting of the Company held on Friday, 27th September, 2024.

The 17th Annual General Meeting of the Company was held on Friday, September 27, 2024 at 04.20 PM through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the business as set out in the Notice of the 17th 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

You are requested to update the record accordingly.

For, PRIME FRESH LIMITED

**JASMIN
JAYKUMAR
DOSHI**

Digitally signed by JASMIN
JAYKUMAR DOSHI
DN: c=IN, o=Personal,
postalCode=380015, st=Gujarat,
serialNumber=F8082216B7513D72
E4F42BADF67D11281992E4691268
292F0CF4480259F5A5CA,
cn=JASMIN JAYKUMAR DOSHI
Date: 2024.09.30 18:06:35 +05'30'



JASMIN DOSHI
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: As stated above.

The details of the Voting result announced at the 17th AGM are as under.

| Particulars | Details of 17 th AGM |
|--|---------------------------------|
| Date of the 17 th AGM | September 27, 2024 |
| Total number of shareholders on record date | 808 |
| No. of shareholders present in the meeting either in person or through proxy: 1. Promoters and Promoter Group 2. Public: | NIL |
| No. of shareholders attended the meeting through video conferencing: 1. Promoter and Promoter Group 2. Public | 10 798 |

*Cut Off date for the purpose of determining the shareholder eligible for E- voting was September 20, 2024

The Consolidated Result declared on the basis of the Report of the Scrutinizer for Remote e-Voting and Postal Ballot Process is as follows:

| Sr. No. | Particulars | Mode of Voting | Result |
|---------|---|-----------------|--|
| 1 | To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024 including the Statement of Profit and Loss and the Cash flow statement together with the Reports of the Board of Directors and Auditors thereon. | Remote e-voting | Ordinary Resolution passed with requisite majority |
| 2 | To declare dividend recommended by the Board of Directors at Rs. 0.50 (5%) per Equity Share of Rs. 10/- each | Remote e-voting | Ordinary Resolution passed with requisite majority |
| 3 | To appoint a Director in place of Mrs. Neha Jinen Ghelani (DIN: 00197285) Whole-time Director who retires by rotation and being eligible, offers herself for re-appointment. | Remote e-voting | Ordinary Resolution passed with requisite majority |
| 4 | TO INCREASE THE REMUNERATION PAID TO MR. JINEN GHELANI (DIN:01872929) MANAGING DIRECTOR OF THE COMPANY | Remote e-voting | Special Resolution passed with requisite majority |
| 5 | TO INCREASE THE REMUNERATION PAID TO MR. HIREN GHELANI (DIN:02212587) WHOLE-TIME DIRECTOR OF THE COMPANY | Remote e-voting | Special Resolution passed with requisite majority |
| 6 | TO APPROVE THE SCHEME OF LOAN TO WHOLE-TIME DIRECTOR | Remote e-voting | Special Resolution passed with requisite majority |

| | | | |
|---|--|-----------------|---|
| 7 | ALTERATION OF ARTICLES OF ASSOCIATION | Remote e-voting | Special Resolution passed with requisite majority |
| 8 | APPROVAL OF 'PRIME FRESH LIMITED - EMPLOYEE STOCK OPTION PLAN 2024' | Remote e-voting | Special Resolution passed with requisite majority |
| 9 | TO APPROVE GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY(IES) OF THE COMPANY UNDER 'PRIME FRESH LIMITED -EMPLOYEE STOCK OPTION PLAN 2024' | Remote e-voting | Special Resolution passed with requisite majority |

Result of the voting in the prescribed format is annexed herewith. Kindly take the same on record and acknowledge the receipt thereof.





Resolution No. 1: To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024 including the Statement of Profit and Loss and the Cash flow statement together with the Reports of the Board of Directors and Auditors thereon.

| Resolution required : (Ordinary/Special) | | | | | | Ordinary Resolution | | |
|--|----------------|---------------------------|----------------------------|--|-------------------------------|-----------------------------|---|---|
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | | | No | | |
| Category | Mode of Voting | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes of Polled on outstanding shares (3)=[(2)/(1)] *100 | No. of Votes-in favour (4) | No. of Votes-against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes in against on votes polled (7)=[(5)/(2)] *100 |
| Promoter and Promoter Group | E-Voting | 7166208 | 7157208 | 99.8744 | 7157208 | 0 | 100 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 7166208 | 7157208 | 99.8744 | 7157208 | 0 | 100.0000 |
| Public Institutions | E-Voting | 750 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 750 | 0 | 0.0000 | 0 | 0 | 0.0000 |
| Public Non Institutions | E-Voting | 6478809 | 1076677 | 16.6184 | 1076677 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 6478809 | 1076677 | 16.6184 | 1076677 | 0 | 100 |
| Total | | 13645767 | 8233885 | 60.3402 | 8233885 | 0 | 100 | 0 |

PRIME FRESH LIMITED

Reg. Office: 102, Sanskar-II, Near Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad-380015

Ph. No.: +91-79-40320244; Email Id: info@primefreshlimited.com, web: www.primefreshlimited.com

CIN:L51109GJ2007PLC050404



Resolution No. 2-To declare dividend recommended by the Board of Directors at Rs. 0.50 (5%) per Equity Share of Rs. 10/- each

| Resolution required : (Ordinary/Special) | | | | | | Ordinary Resolution | | |
|--|----------------|---------------------------|----------------------------|---|-------------------------------|-----------------------------|---|--|
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | | | No | | |
| Category | Mode of Voting | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes of Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes-in favour (4) | No. of Votes-against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes in against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 7166208 | 7157208 | 99.8744 | 7157208 | 0 | 100 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 7166208 | 7157208 | 99.8744 | 7157208 | 0 | 100.0000 |
| Public Institutions | E-Voting | 750 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 750 | 0 | 0.0000 | 0 | 0 | 0.0000 |
| Public Non Institutions | E-Voting | 6478809 | 1076677 | 16.6184 | 1067677 | 9000 | 99.1641 | 0.8359 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 6478809 | 1076677 | 16.6184 | 1067677 | 9000 | 99.1641 |
| Total | | 13645767 | 8233885 | 60.3402 | 8224885 | 9000 | 99.8907 | 0.1093 |

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Resolution No.3- To appoint a Director in place of Mrs. Neha Jinen Ghelani (DIN: 00197285) Whole-time Director who retires by rotation and being eligible, offers herself for re-appointment.

| Resolution required : (Ordinary/Special) | | | | | | Ordinary Resolution | | |
|--|----------------|---------------------------|----------------------------|---|-------------------------------|-----------------------------|---|--|
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | | | No | | |
| Category | Mode of Voting | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes of Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes-in favour (4) | No. of Votes-against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes in against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 7166208 | 7157208 | 99.8744 | 7157208 | 0 | 100 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 7166208 | 7157208 | 99.8744 | 7157208 | 0 | 100.0000 |
| Public Institutions | E-Voting | 750 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 750 | 0 | 0.0000 | 0 | 0 | 0.0000 |
| Public Non Institutions | E-Voting | 6478809 | 1076677 | 16.6184 | 1076677 | 0 | 100 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 6478809 | 1076677 | 16.6184 | 1076677 | 0 | 100 |
| Total | | 13645767 | 8233885 | 60.3402 | 8233885 | 0 | 100 | 0 |

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Resolution No. 4: TO INCREASE THE REMUNERATION PAID TO MR. JINEN GHELANI (DIN:01872929) MANAGING DIRECTOR OF THE COMPANY

| Resolution required : (Ordinary/Special) | | | | | | Special Resolution | | |
|--|----------------|---------------------------|----------------------------|---|-------------------------------|-----------------------------|---|--|
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | | | no | | |
| Category | Mode of Voting | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes of Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes-in favour (4) | No. of Votes-against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes in against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 7166208 | 7157208 | 99.8744 | 7157208 | 0 | 100 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 7166208 | 7157208 | 99.8744 | 7157208 | 0 | 100.0000 |
| Public Institutions | E-Voting | 750 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 750 | 0 | 0.0000 | 0 | 0 | 0.0000 |
| Public Non Institutions | E-Voting | 6478809 | 1061677 | 16.3869 | 1060927 | 750 | 99.9294 | 0.0706 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 6478809 | 1061677 | 16.3869 | 1060927 | 750 | 99.9294 |
| Total | | 13645767 | 8218885 | 60.2303 | 8218135 | 750 | 99.9909 | 0.0091 |

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CIN:L51109GJ2007PLC050404



Resolution No. 5: TO INCREASE THE REMUNERATION PAID TO MR. HIREN GHELANI (DIN:02212587) WHOLE-TIME DIRECTOR OF THE COMPANY

| Resolution required : (Ordinary/Special) | | | | | | Special Resolution | | |
|--|----------------|---------------------------|----------------------------|--|-------------------------------|-----------------------------|---|---|
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | | | NO | | |
| Category | Mode of Voting | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes of Polled on outstanding shares (3)=[(2)/(1)] *100 | No. of Votes-in favour (4) | No. of Votes-against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes in against on votes polled (7)=[(5)/(2)] *100 |
| Promoter and Promoter Group | E-Voting | 7166208 | 7157208 | 99.8744 | 7157208 | 0 | 100 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 7157208 | 7157208 | 99.8744 | 7157208 | 0 | 100.0000 |
| Public Institutions | E-Voting | 750 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 750 | 0 | 0.0000 | 0 | 0 | 0.0000 |
| Public Non Institutions | E-Voting | 6478809 | 1061677 | 16.3869 | 1060927 | 750 | 99.9294 | 0.0706 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0.0000 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 6478809 | 1061677 | 16.3869 | 1060927 | 750 | 99.9294 |
| Total | | 13645767 | 8218885 | 60.2303 | 8218135 | 750 | 99.9909 | 0.0091 |

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Resolution No. 06: TO APPROVE THE SCHEME OF LOAN TO WHOLE-TIME DIRECTOR

| Resolution required : (Ordinary/Special) | | | | | | Special Resolution | | |
|--|----------------|---------------------------|----------------------------|---|-------------------------------|-----------------------------|---|--|
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | | | No | | |
| Category | Mode of Voting | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes of Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes-in favour (4) | No. of Votes-against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes in against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 7166208 | 71572080 | 99.8744 | 7157208 | 0 | 100 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 7166208 | 7157208 | 99.8744 | 7157208 | 0 | 100.0000 |
| Public Institutions | E-Voting | 750 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 750 | 0 | 0.0000 | 0 | 0 | 0.0000 |
| Public Non Institutions | E-Voting | 6478809 | 1061677 | 16.3869 | 740677 | 321000 | 69.7648 | 30.2352 |
| | Poll | | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 6478809 | 1061677 | 16.3869 | 740677 | 321000 | 69.7648 |
| Total | | 13645767 | 8218885 | 60.2303 | 7897885 | 321000 | 96.0944 | 3.9056 |

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CIN:L51109GJ2007PLC050404



Resolution No. 07: ALTERATION OF ARTICLES OF ASSOCIATION

| Resolution required : (Ordinary/Special) | | | | | | Special Resolution | | |
|--|----------------|---------------------------|----------------------------|--|-------------------------------|-----------------------------|---|---|
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | | | No | | |
| Category | Mode of Voting | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes of Polled on outstanding shares (3)=[(2)/(1)] *100 | No. of Votes-in favour (4) | No. of Votes-against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes in against on votes polled (7)=[(5)/(2)] *100 |
| Promoter and Promoter Group | E-Voting | 7166208 | 71572080 | 99.8744 | 7157208 | 0 | 100 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 7166208 | 7157208 | 99.8744 | 7157208 | 0 | 100.0000 |
| Public Institutions | E-Voting | 750 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 750 | 0 | 0.0000 | 0 | 0 | 0.0000 |
| Public Non Institutions | E-Voting | 6478809 | 1076677 | 16.6184 | 1076677 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 6478809 | 1076677 | 16.6184 | 1076677 | 0 | 100 |
| Total | | 13645767 | 8233885 | 60.3402 | 8233885 | 0 | 100 | 0 |

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CIN:L51109GJ2007PLC050404



Resolution No .08: APPROVAL OF 'PRIME FRESH LIMITED - EMPLOYEE STOCK OPTION PLAN 2024'

| Resolution required : (Ordinary/Special) | | | | | | Special Resolution | | |
|--|----------------|---------------------------|----------------------------|--|-------------------------------|-----------------------------|---|---|
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | | | No | | |
| Category | Mode of Voting | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes of Polled on outstanding shares (3)=[(2)/(1)] *100 | No. of Votes-in favour (4) | No. of Votes-against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes in against on votes polled (7)=[(5)/(2)] *100 |
| Promoter and Promoter Group | E-Voting | 7166208 | 71572080 | 99.8744 | 7157208 | 0 | 100 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 7157208 | 99.8744 | 7157208 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 750 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 6478809 | 1076677 | 16.6184 | 1076677 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 1076677 | 16.6184 | 1076677 | 0 | 100 | 0 |
| Total | | 13645767 | 8233885 | 60.3402 | 8233885 | 0 | 100 | 0 |

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CIN:L51109GJ2007PLC050404



Resolution No .09: TO APPROVE GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY(IES) OF THE COMPANY UNDER 'PRIME FRESH LIMITED -EMPLOYEE STOCK OPTION PLAN 2024'

| Resolution required : (Ordinary/Special) | | | | | | Special Resolution | | |
|--|----------------|---------------------------|----------------------------|--|-------------------------------|-----------------------------|---|---|
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | | | No | | |
| Category | Mode of Voting | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes of Polled on outstanding shares (3)=[(2)/(1)] *100 | No. of Votes-in favour (4) | No. of Votes-against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes in against on votes polled (7)=[(5)/(2)] *100 |
| Promoter and Promoter Group | E-Voting | 7166208 | 71572080 | 99.8744 | 7157208 | 0 | 100 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 7166208 | 7157208 | 99.8744 | 7157208 | 0 | 100.0000 |
| Public Institutions | E-Voting | 750 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 750 | 0 | 0.0000 | 0 | 0 | 0.0000 |
| Public Non Institutions | E-Voting | 6478809 | 1076677 | 16.6184 | 1076677 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 6478809 | 1076677 | 16.6184 | 1076677 | 0 | 100 |
| Total | | 13645767 | 8233885 | 60.3402 | 8233885 | 0 | 100 | 0 |

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CIN:L51109GJ2007PLC050404



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, umesh@umeshvedcs.com • 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: 17th Annual General Meeting (AGM) of Prime Fresh Limited held on Friday, the 27th September, 2024 at 04:20 p.m. held through video conferencing (VC)/other audio-visual means (OAVM).

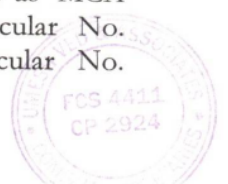
Dear Sir,

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 17th AGM of "Prime Fresh Limited" (the Company) held on Friday, the 27th September, 2024 at 04:20 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 24th August, 2024 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 Ministry of Corporate Affairs ('MCA') vide its General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, No. 3/2022 dated May 5, 2022 and No. 11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No.



SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 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 20th September, 2024 were entitled to vote on the proposed resolutions as set out in item nos. 1 to 9 in the Notice of the 17th AGM of Prime Fresh Limited.
- iv. The facility provided for Remote E-Voting commenced from 9:00 A.M. on Tuesday, the 24th September, 2024 and ended on 5:00 P.M. on Thursday, the 26th September, 2024. The Remote E-voting facility was blocked thereafter.
- v. The votes casted were unblocked on Friday, 27th September, 2024 after the conclusion of Annual General Meeting and was witnessed by two witnesses, Mr. Jatin Rajpurohit and Ms. Heena Hotwani, who are not in the employment of the Company. They have signed below in confirmation of the same.


Jatin Rajpurohit


Heena Hotwani

- 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** To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024 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 | 24 | 7921885 | 100% |
| E-voting (AGM) | 1 | 312000 | 100% |
| Total | 25 | 82,33,885 | 100% |



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 |
| Total | 0 | 0 | 0 |

- (2) **ORDINARY RESOLUTION** To declare dividend recommended by the Board of Directors at Rs. 0.50 (5%) per Equity Share of Rs. 10/- each.

| 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 | 22 | 7912885 | 99.89% |
| E-voting (AGM) | 1 | 312000 | 100% |
| Total | 23 | 82,24,885 | 99.89% |

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 | 2 | 9000 | 0.11% |
| E-voting (AGM) | 0 | 0 | 0 |
| Total | 2 | 9,000 | 0.11% |

- (3) **ORDINARY RESOLUTION** To appoint a Director in place of Mrs. Neha Jinen Ghelani (DIN: 00197285) Whole-time Director who retires by rotation and being eligible, offers herself 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 | 24 | 79,21,885 | 100% |
| E-voting (AGM) | 1 | 3,12,000 | 100% |
| Total | 25 | 82,33,885 | 100% |

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 |
| Total | 0 | 0 | 0 |



- (4) **SPECIAL RESOLUTION** To Increase The Remuneration Paid To Mr. Jinen Ghelani (DIN:01872929) Managing Director Of The Company.

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 | 22 | 79,06,135 | 99.99% |
| E-voting (AGM) | 1 | 3,12,000 | 100% |
| Total | 23 | 82,18,135 | 99.99% |

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 | 1 | 750 | 0.01% |
| E-voting (AGM) | 0 | 0 | 0 |
| Total | 1 | 750 | 0.01% |

- (5) **SPECIAL RESOLUTION** To Increase The Remuneration Paid To Mr. Hiren Ghelani (DIN: 02212587) Whole-Time Director Of The Company

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 | 22 | 79,06,135 | 99.99% |
| E-voting (AGM) | 1 | 3,12,000 | 100% |
| Total | 23 | 82,18,135 | 99.99% |

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 | 1 | 750 | 0.01% |
| E-voting (AGM) | 0 | 0 | 0 |
| Total | 1 | 750 | 0.01% |



(6) SPECIAL RESOLUTION To Approve The Scheme Of Loan To Whole-Time Director

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 | 21 | 78,97,885 | 99.89% |
| E-voting (AGM) | 0 | 0 | 0 |
| Total | 21 | 78,97,885 | 96.09% |

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 | 2 | 9,000 | 0.11% |
| E-voting (AGM) | 1 | 3,12,000 | 100% |
| Total | 3 | 3,21,000 | 3.91% |

(7) SPECIAL RESOLUTION Alteration of Articles Of Association

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 | 24 | 79,21,885 | 100% |
| E-voting (AGM) | 1 | 3,12,000 | 100% |
| Total | 25 | 82,33,885 | 100% |

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 |
| Total | 0 | 0 | 0 |



(8) SPECIAL RESOLUTION Approval Of 'Prime Fresh Limited - Employee Stock Option Plan 2024'

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 | 24 | 79,21,885 | 100% |
| E-voting (AGM) | 1 | 3,12,000 | 100% |
| Total | 25 | 82,33,885 | 100% |

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 |
| Total | 0 | 0 | 0 |

(9) SPECIAL RESOLUTION To Approve Grant Of Employee Stock Options To The Employees Of Subsidiary Company (ies) Of The Company Under 'Prime Fresh Limited - Employee Stock Option Plan 2024'

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 | 24 | 79,21,885 | 100% |
| E-voting (AGM) | 1 | 3,12,000 | 100% |
| Total | 25 | 82,33,885 | 100% |

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 |
| Total | 0 | 0 | 0 |

- ix. All the resolutions mentioned in the AGM Notice as per details above accordingly stand passed with requisite majority



- x. 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 H. Ved

Umesh Ved
Umesh Ved & Associates
Company Secretaries
FCS No: 4411
CP No: 2924
UDIN: F004411F001364550

Jinen Ghelani

Jinen Ghelani
Chairman
(DIN: 01872929)



Date: 28.09.2024

Place: Ahmedabad