



PRIME FRESH LIMITED

Date: 24.08.2023

To
The Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street Fort,
Mumbai-400001

Dear Sir(s),

Sub: ADDENDUM TO THE NOTICE OF 16TH ANNUAL GENERAL MEETING SCHEDULED TO BE HELD ON 15TH SEPTEMBER, 2023 (AGM) AT 2.30 P.M. THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS (OAVM)

Stock Code: BSE – 540404

In due compliance with the provisions of the Companies Act, 2013 read with Rules made thereunder Prime Fresh Limited (“the Company”) circulated a Notice dated 16th August, 2023 (“AGM Notice”) to all its shareholders for convening the AGM as mentioned above.

The Notice of 16th AGM dated 16th August, 2023 contains item No.6 pertaining to issuance of Equity Shares on Preferential Basis for Consideration of cash. After dispatching the notice, the company had found that there are mismatch in calculation of Consideration amount as per proposed price wise-versa No. of Shares.

Accordingly, vide this Addendum, we wish to inform our shareholders the List of Proposed Allottees mentioned in the Item No. 6 and in explanatory statement of Item No. 6 of the AGM Notice shall be read as under. Other contents of the AGM Notice remain unchanged.

This addendum shall form an integral part of AGM Notice and shall also be available at the Company’s website www.primefreshlimited.com; and on the website of the Stock Exchanges i.e. BSE limited at www.bseindia.com.

This is for your information and records.

For Prime Fresh Limited

J. J. Doshi

Jasmin Doshi

Company Secretary



ADDENDUM TO THE NOTICE OF 16TH ANNUAL GENERAL MEETING

Addendum to the Notice dated 16th August, 2023 convening 16th Annual General Meeting of Prime Fresh Limited ("Company,") scheduled to be held on Friday, 15th September, 2023 at 02:30 p.m. through Video Conferencing / Other Audit Visual Means (VC/OAVM):

The Notice of 16th AGM dated 16th August, 2023 contains item No.6 pertaining to issuance of Equity Shares on Preferential Basis for Consideration of cash. After dispatching the notice, the company had found that there are mismatch in calculation of Consideration amount as per proposed price wise-versa No. of Shares.

Therefore Notice is hereby given that pursuant to the provisions of the Companies Act, 2013 ('Act') read with rules of Companies Act 2013, the following information is revised in the aforesaid Notice of 16th AGM under Resolution No 6 and Explanatory statement for Item No.6 and this addendum shall be deemed to be a part of the original Notice dated 16th August, 2023 and the notes provided therein:

SPECIAL BUSINESS:

6. TO ISSUE, OFFER AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS:

Details of Allottees:

Non Promoter Investors

Issue of 13,60,500 Equity Shares at a price of Rs. 220.50 (Rupees Two Hundred Twenty Rupees and Fifty Paise only), aggregating to Rs.29,99,90,250/- (Rupees Twenty nine Crore Ninety Nine Lacs Ninety Thousand two hundred Fifty only), as per details mentioned below:

SR. NO.	NAME	NO. OF EQUITY SHARES ALLOTTED	AMOUNT @220.50 PER EQUITY SHARES (IN RS.)
1	KAPIL M JHAVERI	319412	70430346.00
2	SONAL KUTMUTIA	68027	14999953.50
3	NIKKI F DAS	113379	25000069.50
4	PRAFULLA PRAKASHCHANDRA JOSHI	22614	4986387.00
5	MEHUL PATEL	4535	999967.50
6	SHAKTIDHAR S MENON	9000	1984500.00
7	RAKESH PURSHOTTAMLAL VIJAY	20000	4410000.00
8	PARAM PATEL	9000	1984500.00
9	KAJOL BHATIA	22000	4851000.00
10	SEJAL ULLAS SHAH	10000	2205000.00
11	PRAFULLA KISHORCHANDRA SANGHVI	11338	2500029.00
12	HARSHA SANDIP MEHTA	11338	2500029.00
13	VARSHA VIJAY PATEL	11338	2500029.00
14	DAKSHA APURVA MEHTA	11338	2500029.00
15	DEVYANI JANAK ZAVERI	20408	4499964.00

16	KHAYATI HIMANSHU MISTRY	18140	3999870.00
17	NIMESH BIPIN SANGHRAJKA	18140	3999870.00
18	GIRISH ANIL ARONDEKAR	22676	5000058.00
19	SIDDHI P SAVARKAR	22676	5000058.00
20	PRAMOD SAHADRAO UKE	11338	2500029.00
21	MANAN RATANCHAND JHAVERI	11338	2500029.00
22	KAPIL NARENDRA KOTHARI	11338	2500029.00
23	PREYASEE D SHAH	5669	1250014.50
24	SAROJBEN M DESAI	5669	1250014.50
25	DHARMI V DESAI	5669	1250014.50
26	MAYUR RAMNIKLAL MEHTA	5669	1250014.50
27	SHITAL MAYUR MEHTA	5669	1250014.50
28	SHARMIL MANOJ SHAH	11338	2500029.00
29	DHAWANI VAKHARIA	11338	2500029.00
30	AVNI GAURANG SHAH	11338	2500029.00
31	AMISH SHAH	5669	1250014.50
32	POONAM SHAH	5669	1250014.50
33	SAURABH GHOSALKAR	11338	2500029.00
34	MANISH RASIKLAL SHAH	11338	2500029.00
35	CHETAN HASMUKHLAL MEHTA HUF	11338	2500029.00
36	RIPAL BHARAT KUMAR GANDHI	11338	2500029.00
37	ALKA CHAPLOT	22676	5000058.00
38	SUREKHA J VORA	22676	5000058.00
39	BHOGILAL MAVJI VORA	34014	7500087.00
40	ROCKY RASIKLAL VORA	22676	5000058.00
41	CHINTAN SARATCHANDRA SHAH	11338	2500029.00
42	KANTILAL TALAKSHI SHAH	40000	8820000.00
43	RANJAN KANTILAL SHAH	40000	8820000.00
44	VAISHALI PARKAR KUMAR	40000	8820000.00
45	LATA SURESH AMBEKAR	40000	8820000.00
46	DILIP SURESH AMBEKAR	40000	8820000.00
47	HARBANS KAUR VASAN	148698	32787909.00

By Order of the Board of Directors
For, Prime Fresh Limited

Sd/-

Date : 24.08.2023
Place : Ahmedabad

Jinen Ghelani
Managing Director & CFO
(DIN: 01872929)

Registered Office:
102, Sanskar-2, Nr. Ketav Petrol Pump,
Polytechnic Road, Ambawadi,
Ahmedabad 380015

Notes:

1. Pursuant to the General Circular No. 20/2020 and 10/2022 dated May 5, 2020 and December 28, 2022 respectively, and other circulars issued in this respect issued by Ministry of Corporate Affairs and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as 'Circulars'), companies are allowed inter-alia, to hold the AGM through Video Conferencing (VC)/Other Audio Visual Means (OAVM) facility on or before 30th September 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations"). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 16th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 16th AGM shall be the Registered Office of the Company at 102 Sanskar-2, Near Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmdabad-380015, without the physical presence of the Members at a common venue
2. The Explanatory Statement pursuant to the Provision of Section 102 of the Companies Act 2013 in respect of Special Business as proposed above to be transacted at the ensuing 16th Annual General Meeting.
3. This Addendum to the Notice of AGM is available on the website of the company.
4. All the processes, notes and instructions relating to attending AGM through VC/OAVM and e voting set out for and applicable for ensuing 16th Annual General Meeting shall mutatis-mutandis apply to attending the AGM through VC/OAVM and e voting for the resolution proposed in this addendum to the Notice of AGM.

Annexure to the Notice

Explanatory Statement pursuant to the Provision of Section 102 of the companies Act 2013 Item No: 6

f) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Sr. No.	Name of the Proposed Allottees and Category (Current Status)	Pre-issue Shareholding and % age	No. of Equity Shares proposed to be allotted	Name of the Proposed Allottees and Category (Post Preferential issue Status)	Post-issue shareholding and % age*	Name of the ultimate Beneficiaries/Owners
1	KAPIL JHAVERI-NON PROMOTER GROUP	48000 0.36%	319412	KAPIL JHAVERI-NON PROMOTER GROUP	367412 2.65%	KAPIL JHAVERI
2	SONAL KUTMUTIA-NON PROMOTER GROUP	37500 0.30%	68027	SONAL KUTMUTIA-NON PROMOTER GROUP	105527 0.76%	SONAL KUTMUTIA
3	NIKKI DAS- NON PROMOTER GROUP	0	113379	NIKKI DAS- NON PROMOTER GROUP	113379 0.82%	NIKKI DAS
4	PRAFULLA PRAKASHCHANDRA JOSHI- NON PROMOTER GROUP	0	22614	PRAFULLA PRAKASHCHANDRA JOSHI- NON PROMOTER GROUP	22614 0.16%	PRAFULLA PRAKASHCHANDRA JOSHI
5	MEHUL PATEL- NON PROMOTER GROUP	0	4535	MEHUL PATEL- NON PROMOTER GROUP	4535 0.03%	MEHUL PATEL
6	SHAKTIDHAR MENNON- NON PRMOTER GROUP	4500 0.04%	9000	SHAKTIDHAR MENNON- NON PRMOTER GROUP	13500 0.10%	SHAKTIDHAR MENNON
7	RAKESH PURSHOTTAMLAL VIJAY- NON PROMOTER GROUP	132000 1.05%	20000	RAKESH PURSHOTTAMLAL VIJAY- NON PROMOTER GROUP	152000 1.09%	RAKESH PURSHOTTAMLAL VIJAY
8	PARAM PATEL- NON PROMOTER GROUP	0	9000	PARAM PATEL- NON PROMOTER GROUP	9000 0.06%	PARAM PATEL
9	KAJOL BHATIA- NON PROMOTER GROUP	0	22000	KAJOL BHATIA- NON PROMOTER GROUP	22000 0.16%	KAJOL BHATIA
10	SEJAL ULLAS SHAH- NON PROMOTER GROUP	0	10000	SEJAL ULLAS SHAH- NON PROMOTER GROUP	10000 0.07%	SEJAL ULLAS SHAH

11	PRAFULLA KISHORCHANDRA SANGHVI- NON PROMOTER GROUP	0	11338	PRAFULLA KISHORCHANDRA SANGHVI- NON PROMOTER GROUP	11338 0.08%	PRAFULLA KISHORCHANDRA SANGHVI
12	HARSHA SANDIP MEHTA- NON PROMOTER GROUP	0	11338	HARSHA SANDIP MEHTA- NON PROMOTER GROUP	11338 0.08%	HARSHA SANDIP MEHTA
13	VARSHA VIJAY PATEL- NON PROMOTER GROUP	0	11338	VARSHA VIJAY PATEL- NON PROMOTER GROUP	11338 0.08%	VARSHA VIJAY PATEL
14	DAKSHA APURVA MEHTA- NON PROMOTER GROUP	0	11338	DAKSHA APURVA MEHTA- NON PROMOTER GROUP	11338 0.08%	DAKSHA APURVA MEHTA
15	DEVYANI JANAK ZAVERI- NON PROMOTER GROUP	0	20408	DAMAYANTI JANAK ZAVERI- NON PROMOTER GROUP	20408 0.15%	DAMAYANTI JANAK ZAVERI-
16	KHAYATI HIMANSHU MISTRY- NON PROMOTER GROUP	0	18140	KHAYATI HIMANSHU MISTRY- NON PROMOTER GROUP	18140 0.13%	KHYATI HIMANSHU MISTRY
17	NIMESH BIPIN SANGHRAJKA – NON PROMOTER GROUP	19500 0.16%	18140	NIMESH BIPIN SANGHRAJKA – NON PROMOTER GROUP	37640 0.27%	NIMESH BIPIN SANGHRAJKA
18	GIRISH ANIL ARONDEKAR- NON PROMOTER GROUP	0	22676	GIRISH ANIL ARONDEKAR- NON PROMOTER GROUP	22676 0.16%	GIRISH ANIL ARONDEKAR
19	SIDDHI P SAVARKAR- NON PROMOTER GROUP	0	22676	SIDDHI P SAVARKAR- NON PROMOTER GROUP	22676 0.16%	SIDDHI P SAVARKAR
20	PRAMOD SAHADARAO UKE- NON PROMOTER GROUP	0	11338	PRAMOD SAHADARAO UKE- NON PROMOTER GROUP	11338 0.08%	PRAMOD SAHADARAO UKE
21	MANAN RATANCHAND JHAVERI – NON PROMOTER GROUP	0	11338	MANAN RATANCHAND JHAVERI – NON PROMOTER GROUP	11338 0.08%	MANAN RATANCHAND JHAVERI
22	KAPIL NARENDRA KOTHARI- NON PROMOTER GROUP	12750 0.10%	11338	KAPIL NARENDRA KOTHARI- NON PROMOTER GROUP	24088 0.17%	KAPIL NARENDRA KOTHARI
23	PREYASEE D SHAH – NON PROMOTER GROUP	0	5669	PREYASEE D SHAH – NON PROMOTER GROUP	5669 0.04%	PREYASEE D SHAH

24	SAROJBEN M DESAI- NON PROMOTER GROUP	0	5669	SAROJBEN M DESAI- NON PROMOTER GROUP	5669 0.04%	SAROJBEN M DESAI
25	DHARMI V DESAI- NON PROMOTER GROUP	0	5669	DHARMI V DESAI- NON PROMOTER GROUP	5669 0.04%	DHARMI V DESAI
26	MAYUR RAMNIKLAL MEHTA- NON PROMOTER GROUP	0	5669	MAYUR RAMNIKLAL MEHTA- NON PROMOTER GROUP	5669 0.04%	MAYUR RAMNIKLAL MEHTA
27	SHITAL MAYUR MEHTA – NON PROMOTER GROUP	0	5669	SHITAL MAYUR MEHTA – NON PROMOTER GROUP	5669 0.04%	SHITAL MAYUR MEHTA
28	SHARMIL MANOJ SHAH- NON PROMOTER GROUP	0	11338	SHARMIL MANOJ SHAH- NON PROMOTER GROUP	11338 0.08%	SHARMIL MANOJ SHAH
29	DHAWANI VAKHARIA- NON PROMOTER GROUP	0	11338	DHAWANI VAKHARIA- NON PROMOTER GROUP	11338 0.08%	DHAWANI VAKHARIA
30	AVNI GAURANG SHAH- NON PROMOTER GROUP	0	11338	AVNI GAURANG SHAH- NON PROMOTER GROUP	11338 0.08%	AVNI GAURANG SHAH
31	AMISH SHAH- NON PROMOTER GROUP	0	5669	AMISH SHAH- NON PROMOTER GROUP	5669 0.04%	AMISH SHAH
32	POONAM SHAH- NON PROMOTER GROUP	0	5669	POONAM SHAH- NON PROMOTER GROUP	5669 0.04%	POONAM SHAH
33	SAURABH GHOSALKAR- NON PROMOTER GROUP	0	11338	SAURABH GHOSALKAR- NON PROMOTER GROUP	11338 0.08%	SAURABH GHOSALKAR
34	MANISH RASIKLAL SHAH- NON PROMOTER GROUP	0	11338	MANISH RASIKLAL SHAH- NON PROMOTER GROUP	11338 0.08%	MANISH RASIKLAL SHAH
35	CHETAN HASMUKHLAL MEHTA HUF – NON PROMOTER GROUP	31500 0.25%	11338	CHETAN HASMUKHLAL MEHTA HUF – NON PROMOTER GROUP	42838 0.25%	CHETAN HASMUKHLAL MEHTA HUF
36	RIPAL BHARAT KUMAR GANDHI- NON PROMOTER GROUP	0	11338	RIPAL BHARAT KUMAR GANDHI- NON PROMOTER GROUP	11338 0.08%	RIPAL BHARAT KUMAR GANDHI
37	ALKA CHAPLOT – NON PROMOTER GROUP	0	22676	ALKA CHAPLOT – NON PROMOTER GROUP	22676 0.16%	ALKA CHAPLOT
38	SUREKHA J VORA- NON PROMOTER GROUP	0	22676	SUREKHA J VORA- NON PROMOTER GROUP	22676 0.16%	SUREKHA J VORA

39	BHOGILAL MAVJI VORA – NON PROMOTER GROUP	0	34014	BHOGILAL MAVJI VORA – NON PROMOTER GROUP	34014 0.24%	BHOGILAL MAVJI VORA
40	ROCKY RASIKLAL VORA- NON PROMOTER GROUP	0	22676	ROCKY RASIKLAL VORA- NON PROMOTER GROUP	22676 0.16%	ROCKY RASIKLAL VORA
41	CHINTAN SARATCHANDRA SHAH – NON PROMOTER GROUP	0	11338	CHINTAN SARATCHANDRA SHAH – NON PROMOTER GROUP	11338 0.08%	CHINTAN SARATCHANDRA SHAH
42	KANTILAL TALAKSHI SHAH – NON PROMOTER GROUP	0	40000	KANTILAL TALAKSHI SHAH – NON PROMOTER GROUP	40000 0.29%	KANTILAL TALAKSHI SHAH
43	RANJAN KANTILAL SHAH – NON PROMOTER GROUP	0	40000	RANJAN KANTILAL SHAH – NON PROMOTER GROUP	40000 0.29%	RANJAN KANTILAL SHAH
44	VAISHALI PARKAR KUMAR – NON PROMOTER GROUP	0	40000	VAISHALI PARKAR KUMAR – NON PROMOTER GROUP	40000 0.29%	VAISHALI PARKAR KUMAR
45	LATA SURESH – NON PROMOTER GROUP AMBEKAR	0	40000	LATA SURESH – NON PROMOTER GROUP AMBEKAR	40000 0.29%	LATA SURESH
46	DILIP SURESH AMBEKAR – NON PROMOTER GROUP	0	40000	DILIP SURESH AMBEKAR – NON PROMOTER GROUP	40000 0.29%	DILIP SURESH AMBEKAR
47	HARBANS KAUR VASAN – NON PROMOTER GROUP	0	148698	HARBANS KAUR VASAN – NON PROMOTER GROUP	148698 1.07%	HARBANS KAUR VASAN

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution in item No.6.

The Board recommends the Resolution set out at Item No.6 for your approval.

**By Order of the Board of Directors
For, Prime Fresh Limited**

Sd/-

Date : 24.08.2023
Place : Ahmedabad

Jinen Ghelani
Managing Director & CFO
(DIN: 01872929)

Registered Office:
102, Sanskar-2, Nr. Ketav Petrol Pump,
Polytechnic Road, Ambawadi,
Ahmedabad 380015