

Date: 08.01.2024

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

Dear Sir,

SCRIP ID: 540404

Sub.: Notice Extra Ordinary General Meeting

Pursuant to the provision of Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, we enclose herewith the Notice of Extra Ordinary General Meeting of the Company schedule to be held on Wednesday, 31st January, 2024 at 02.30 PM through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

We request you to take the above submission on Record.

Thanking You

Yours Faithfully,

For Prime Fresh Limited

JASMIN
JAYKUM
AR DOSHI

Digitally signed by JASMIN
JAYKUMAR DOSHI
DN: c=IN, o=Personal,
postalCode=380015, st=Gujarat,
serialNumber=F8082216B7513D7
2E4F42BADF67D11281992E46912
68292F0CF4480259F5A5CA,
cn=JASMIN JAYKUMAR DOSHI
Date: 2024.01.08 15:02:30 +05'30'



Jasmin Doshi
Company Secretary & Compliance Officer
Place: Ahmedabad

Encl.: As above.

Notice

Notice is hereby given that an Extra-Ordinary General Meeting of the members of Prime Fresh Limited will be held on Wednesday, 31st January, 2024 at 02:30 PM through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1

TO RETIFY THE NAME OF ULTIMATE BENEFICIAL OWNERSHIP OF MR. CHETAN HASMUKHLAL MEHTA HUF GIVEN IN ITEM NO. 6(f) OF THE EXPLANATORY STATEMENT OF THE NOTICE AND ADDENDUM TO NOTICE DATED 16TH AUGUST, 2023 AND 24TH AUGUST, 2023 RESPECTIVELY OF THE 16TH ANNUAL GENERAL MEETING OF THE COMPANY

To consider and, if thought fit, to approve with or without modification the following resolution as **Special Resolution:**

“RESOLVED THAT in partial modification of the explanatory statement of the resolution passed at the 16th Annual General Meeting of the Company held on 15th September, 2023, pursuant to the provisions of section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”), and the applicable provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the consent of the members of the company be and is hereby accorded to the modification of item no. 6 (f) (i.e. Name of the Ultimate Beneficial Ownership of Mr. Chetan Hasmukhlal Mehta HUF) of the Explanatory statement of the resolution no. 6 as was given in the notice dated 16th August, 2023 and Addendum to Notice dated 24th August, 2023 of the 16th Annual General Meeting

“RESOLVED FURTHER THAT explanatory statement for item no. 6 (f) disclosing the natural person who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees be modified and corrected as follows for sr. no. 35 of Mr. Chetan Hasmukhlal Mehta HUF; however other things remains the same.

6 (f) Rectified Name of the natural person who is the ultimate beneficial owner 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
35	Chetan Hasmukhlal Mehta Huf – Non Promoter Group	31500 0.25%	22676	Chetan Hasmukhlal Mehta Huf – Non Promoter Group	42,838 0.31%	Chetan Hasmukhlal Mehta

“**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and matters incidental to give effect to the above mentioned resolution.

ITEM NO. 2

MIGRATION OF COMPANY FROM SME PLATFORM OF BSE LIMITED TO THE MAIN BOARD OF BSE LIMITED AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED

To consider and, if thought fit, to approve with or without modification the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the Regulation 277 and other applicable provisions laid down in chapter IX of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time and applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of Companies Act, 2013 and the rules framed there under, including any statutory amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for migration of the Company’s Equity shares from SME platform of BSE Limited to the main board of BSE Limited and National Stock Exchange of India Limited as and when the Company is eligible for the same and to follow such procedures as specified by SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable regulations notified by SEBI/regulatory authorities as amended from time to time for migration to Main Board.”

“**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby authorized severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies to apply, modify, rectify and submit any application, contracts, undertakings and/or related documents on behalf of the Company for the purpose of migration of

the Company's Equity shares from SME platform of BSE Limited the main board of BSE Limited and National Stock Exchange of India Limited.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

Registered Office Address

102, Sanskar-II,
Near Ketav Petrol Pump,
Polytechnic Road,
Ambawadi, Ahmedabad-380015



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

Jinen Ghelani

Date: 04.01.2024

Place: Ahmedabad

**Jinen Ghelani
Managing Director & CFO
DIN: 01872929**

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 09/2023 dated 25th September 2023 read with General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022, 11/2022 dated 28th December 2022 and other applicable circulars (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CFDPoD2/P/CIR/2023/167 dated 7th October 2023 read with SEBI Circular Nos. SEBI/ HO/ CFD/ CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 and other applicable circulars (“SEBI Circulars”) permitted the holding of an Extra Ordinary General Meeting (“EGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and SEBI Circulars, the EGM of the Company is proposed to be held through VC/OAVM.

The deemed venue for the Extra Ordinary General Meeting shall be the Registered Office of the Company at 102 Sanskar-2, Near Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad-380015, without the physical presence of the Members at a common venue.

2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EXTRA ORDINARY GENERAL**

MEETING IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY MEMBERS WILL NOT BE AVAILABLE FOR THIS EXTRA-ORDINARY GENERAL MEETING AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF EGM ARE NOT ANNEXED TO THIS NOTICE

3. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the Extra Ordinary General Meeting is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website www.primefreshlimited.com; websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com; and on the website of NSDL: www.evoting.nsdl.com;
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), in respect of the Special Businesses to be transacted at the Extra Ordinary General Meeting ("EGM") along with details pursuant to Securities and Exchange Board of India ("SEBI") Regulations and other applicable laws are annexed hereto.
6. Members seeking any information with regard to the accounts or any matter to be placed at the EGM, are requested to write to the Company on or before January 29, 2024 through email (mentioning their name, demat account number/folio number, contact details etc.) on cs@primefreshlimited.com; . The same will be replied by the Company suitably.
7. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, 25th January, 2024 to Wednesday, 31st January, 2024 (both days inclusive) for Extra Ordinary General Meeting.
8. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the registered office of the company situated at 102, sanskar-2, Near Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabd-380015, Gujarat, India on all working days (Except Sundays and Public Holidays) between 11.00 a.m. to 01.00 p.m. up to the date of this Extra Ordinary General Meeting and also at the EGM.

- During the EGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the members.
9. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the company is pleased to provide members facility to exercise their right to vote at Extra Ordinary General Meeting (EGM) by electronic means /remote e-voting and the business may be transacted through e-voting Services provided by NSDL. The instructions for Participation by Members are given in the subsequent paragraphs.
 10. The remote e-voting period commences at 09.00 a.m. on Sunday, 28th January, 2024 and ends at 5.00 p.m. on Tuesday, 30th January, 2024. The remote e-voting module will be disabled by NSDL for voting thereafter.
 11. Those Members, who will be present in the EGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, shall be eligible to vote through e-voting system during the EGM.
 12. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
 13. A member's voting rights shall be in proportion to his/her share of the paid-up equity share capital of the Company as on January 24, 2024 ('cut-off date'). A person whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on the 'cut-off date only' shall be entitled to avail the facility of remote e-voting as well as voting in the EGM. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
 14. The Board of Directors of the Company has appointed Mr. Umesh Ved, proprietor of Umesh Ved & Associates, Practicing Company Secretaries, as Scrutinizers for conducting the remote e-voting and e-voting process in a fair and transparent manner.
 15. The Scrutinizer will submit his/her report addressed to Mr. Jinen Ghelani, Chairman or any officer of the Company authorized by the Chairman, after completion of the scrutiny and the results of the voting will be announced on or before February 2, 2024. The voting results shall be submitted to the Stock Exchanges. The same shall also be placed on the website of the Company www.primefreshlimited.com; and NSDL Website.
 16. Members are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company electronically with respective

- Depository Participant (if holding shares in electronic form) or the Company. (If holding shares in physical form). The requests to the Company (along with a self-attested copy of PAN card) can either be sent by way of a letter or by sending e-mail to: cs@primefreshlimited.com;
17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
 18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the company's records which will help the company and the company's registrars and transfer agents, **BIGSHARE SERVICES PRIVATE LIMITED** to provide better and efficient services. Members holding shares in physical form can submit their PAN details to the Company.
 19. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact **BIGSHARE SERVICES PRIVATE LIMITED** for assistance in this regard.
 20. Corporate members are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through Remote E-voting and e-Voting during the EGM. The said Resolution/authorization shall be sent through registered email address to the scrutinizer at umesh@umeshvedcs.com;
 21. In case of joint holders attending the meeting, only such holder who is higher in the order of names will be entitled to vote.
 22. The record date for the purpose of determining the eligibility of the Members to attend the Extra Ordinary General Meeting of the Company is Wednesday 24th January, 2024.
 23. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of Extra Ordinary General Meeting and holding shares as of the record date i.e. 24th January, 2024 can also attend the meeting.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, 28th January, 2024 at 09:00 A.M. and ends on Tuesday, 30th January, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 24.01.2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 24.01.2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual

	<p>meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi

	<p>username & password.</p> <ol style="list-style-type: none"> 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user

	ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to umesh@umeshvedcs.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mahtre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@primefreshlimited.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@primefreshlimited.com. If you are an individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed

to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to



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Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (cs@primefreshlimited.com). The same will be replied by the company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

TO RECTIFY THE NAME OF ULTIMATE BENEFICIAL OWNERSHIP OF MR. CHETAN HASMUKHLAL MEHTA HUF GIVEN IN ITEM NO. 6(f) OF THE EXPLANATORY STATEMENT OF THE NOTICE AND ADDENDUM TO NOTICE DATED 16TH AUGUST, 2023 AND 24TH AUGUST, 2023 RESPECTIVELY OF THE 16TH ANNUAL GENERAL MEETING OF THE COMPANY

The shareholders in its 16th Annual General Meeting approved resolution no. 6 for approval of the issuance of Equity shares on a preferential basis to non-promoter investors. Due to inadvertent error in the Explanatory statement of the said resolution, i.e item No. 6(f) (identify 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 in Sr. 35 the name of the ultimate Beneficiaries/owners i.e Chetan Hasmukhlal Mehta HUF was disclosed as Chetan Hasmukhlal Mehta HUF instead of Mr. Chetan Hasmukhlal Mehta and the said mistake is now proposed to be rectified by modification of the same except other terms and conditions of issuance and the contents of the said resolution shall remain unchanged and in full effect.

6 (f) Rectified Name of the natural person who is the ultimate beneficial owner of the shares proposed to be allotted and/or who ultimately control the proposed allottees is as under;

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
35	Chetan Hasmukhlal Mehta Huf – Non Promoter Group	31500 0.25%	22676	Chetan Hasmukhlal Mehta Huf – Non Promoter Group	42,838 0.31%	Chetan Hasmukhlal Mehta

The Board recommends the special resolution as mentioned in item No. 1 of the Notice for approval by the shareholders.

None of the Directors and Key managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company are in any way concerned or interested, financially or otherwise in this proposed resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 2

MIGRATION OF COMPANY FROM SME PLATFORM OF BSE TO MAIN BOARD OF BOMBAY STOCK EXCHANGE LIMITED & NATIONAL STOCK EXCHANGE LIMITED

The Company's shares have been listed on SME Platform of BSE 31st March, 2017.

As per the provisions of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) the Company, whose shares are listed on SME Exchange for more than 3 years and having the Paid-up Share Capital of more than Rs. 10 Crore, Net-worth of more than Rs. 15 crores for 2 preceding full financial year and Market Cap of Minimum Rs. 25 Crores may migrate from SME Exchange to Main Board.

Your Company is presently has a market capitalization of more than Rs. 370 crores, The Paid-up Equity Share Capital of the Company is Rs.13,64,57,670 comprising of 1,36,45,767 number equity shares of face value of Rs. 10/- each, and the networth of the company for 2 preceding Financial year is more than Rs. 15 crores

Thus, the Company is eligible to migrate to the Main Board of NSE and BSE, subject to fulfilment of other criteria as stipulated by NSE and BSE.

In view of increasing business activities and for strong brand building, providing the small investors to invest and have more liquidity in the shares, the Board of Directors of the Company are of the view that the migration of the Company to Main Board of National Stock Exchange of India Limited and Bombay Stock Exchange Limited will enhance the recognition of the Company, increase the Participation from the retail investors and trading in the Equity Shares of the Company on the Main Board will go a long way in enhancing the image and goodwill of the Company.

The benefits of listing on the Main Board in the form of market Capitalization, enhanced liquidity, larger participation, visibility etc., will accrue to the Shareholders of the Company. By Migrating on the Main Board the goodwill and the growth of the Company will increase and Company will be able to expand its business.

The Migration Policy from SME Platform to Main Board requires approval of members by way of Special Resolution.

Please note that the proposed special resolution shall be acted upon if the votes cast by Public Shareholders (Non-Promoter shareholder) in favour of the Proposal amount to at least 2 times the number of votes cast by the public shareholders against the proposal.

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It is in the interest of all the shareholders including public shareholders to migrate the Equity Shares of the company on the Main Board of NSE and hence the management recommends the passing of said Special resolution and seeks shareholders' approval through Postal Ballot.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company are in any way concerned or interested, financially or otherwise in this proposed resolution except to the extent of their shareholding in the Company, if any.

Registered Office Address

102, Sanskar-II,
Near Ketav Petrol Pump,
Polytechnic Road,
Ambawadi, Ahmedabad-380015

Date: 04.01.2024

Place: Ahmedabad



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

Jinen Ghelani

**Jinen Ghelani
Managing Director & CFO
DIN: 01872929**