

Date: September 04, 2026

**To,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001,
Maharashtra, India**

Scrip Code: 544568

Scrip ID: ZAPPFRESH

Subject: Notice of 11th Annual General Meeting of the Company

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 11th Annual General Meeting of the Company to be held on **Tuesday, September 29, 2026** at 03:00 P.M (IST) through Video Conference ("VC")/ Other Audio Visual Means ("OAVM").

You are requested to kindly take the same on record and oblige.

Thanking you,

**For DSM Fresh Foods Limited
(Formerly known as DSM Fresh Foods Private Limited)**

DEEPANSHU MANCHANDA
Digitally signed by
DEEPANSHU MANCHANDA
Date: 2026.09.04 19:31:57
+05'30'

Deepanshu Manchanda

Managing Director

DIN:- 07108044

**Address:- 2710/7 Second Floor Street No. 7,
Chuna Mandi, Pahar Ganj, New Delhi 110055**

Encl.: As mentioned

DSM FRESH FOODS LIMITED

(Formerly known as DSM Fresh Foods Private Limited)

CIN: L52203DL2015PLC280514

Registered Address: 115-116, First Floor, Vishal Tower, District Centre, Janakpuri,

Janakpuri B-1, West, New Delhi, Delhi, 110058

E-mail: compliance@zappfresh.com, Contact no- 011-46015469

NOTICE

NOTICE is hereby given that the Eleventh Annual General Meeting ("AGM") of the members of **DSM Fresh Foods Limited** will be held on **September 29, 2026 Tuesday at 03:00 P.M. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:-

ORDINARY BUSINESS

ITEM NO. 01: TO CONSIDER AND ADOPT AUDITED FINANCIAL STATEMENTS (STANDALONE AND CONSOLIDATED) FOR THE YEAR ENDED MARCH 31, 2026

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

(A) The Audited Standalone Financial Statements of the company for the Financial Year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon; and

"RESOLVED THAT the Audited Standalone financial statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

(B) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 and the report of Auditors thereon and in this regard,

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

ITEM NO. 02: TO APPOINT MR. MOHAMMAD ARIF KHAN (DIN: 06590634), WHO RETIRES BY ROTATION, AS A DIRECTOR

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. Mohammad Arif Khan (DIN: 06590634)**, who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS**ITEM NO. 03: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE NCT OF DELHI TO THE STATE OF HARYANA**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution** :

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules framed thereunder ("Rules"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Central Government (Powers delegated to the Regional Director), and such other approvals, permissions and sanctions as may be required under the provisions of the Companies Act, 2013 or under any other law for the time being in force, the consent of the Shareholders of the Company be and is hereby accorded for shifting the Registered Office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Haryana".

RESOLVED FURTHER THAT upon shifting of the registered office becoming effective, the existing Clause II of the Memorandum of Association of the Company be substituted with the following New Clause:

"II. The Registered Office of the Company will be situated in the State of Haryana".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize and decide the exact location of the Registered Office within the State of Haryana, upon receipt of approval from the Shareholders and the concerned Regulatory Authorities, as may be deemed fit and in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to make necessary application to the Central Government, Regional Director, Registrar of Companies and other regulatory authorities in this matter, to appear before them, to make any modifications, changes, variations, alterations or revisions stipulated by the concerned authorities while according approval or consent, and to do all such acts, deeds, matters and things as may be necessary / incidental / ancillary to give effect to this resolution including execution / signing / filing of necessary forms / documents / affidavits / indemnity / undertakings / declarations as may be required, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to engage counsels / consultants / executives / advisors to represent the Company and appear on its behalf before the Central Government, Regional Director, Registrar of Companies, and other regulatory authorities in this matter and obtain the necessary directions and/or Order(s) upon confirmation by the concerned Regulatory Authority and do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including but not limited to signing certification and filing of the e-Forms with the Registrar of Companies."

ITEM NO. 04: RECLASSIFICATION OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT IN THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:-**

"RESOLVED THAT the consent of the shareholders be and is hereby given pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, as amended, read with applicable Rules, (including any statutory modification or reenactment thereof for the time being in force) and the Articles of Association of the Company, that the existing Authorized Share Capital of the Company comprising of Rs. 25,00,00,000/- (Rupees Twenty five Crores Only) divided into 2,39,89,000 (Two Crore Thirty-Nine Lakh Eighty-nine thousand) equity shares of Rs. 10/- (Rupees Ten) each aggregating to Rs. 23,98,90,000 (Rupees Twenty-three Crores Ninety-Eight Lakh Ninety thousand only) and 1,00,000 (One lakhs only) 0.01% Compulsorily Convertible Preference shares of Rs. 100/- (Rupees Hundred only) each aggregating to Rs. 1,00,00,000 (Rupees one crores only) and 1100 (Eleven Hundred only) each 0.001% Compulsorily Convertible Preference shares of Rs. 100/- (Rupees Hundred only) each aggregating to Rs. 1,10,000 (Rupees One lakh ten thousand only) be and is hereby reclassified in to 2,50,00,000 (Two Crores fifty lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each aggregating to Rs. 25,00,00,000 (Rupees Twenty five Crores only)."

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be substituted with the following:-

"V. The Authorised Share capital of the Company is 2,50,00,000 (Two Crores fifty lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each aggregating to Rs. 25,00,00,000 (Rupees Twenty five Crores only).

RESOLVED FURTHER THAT for the purpose of giving the effect to this resolution, anyone of the Directors or Company Secretary & Chief Financial Officer or Board Committee thereof be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and settle any question that may arise in this regard."

ITEM NO. 05: APPROVAL OF RELATED PARTY TRANSACTION FOR REVISION IN REMUNERATION OF MS. PRIYA AGGARWAL IN AVYOM FOODTECH PRIVATE LIMITED (SUBSIDIARY COMPANY)

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:-**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the approval

and recommendation of the Audit Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to approve the related party transaction relating to the revision/increase in remuneration payable to Ms. Priya Aggarwal (Director & Promoter of the Company), holding an office or place of profit as Director in Avyom Foodtech Private Limited (a subsidiary company), as detailed below:

- **Name of Related Party Entity:** Avyom Foodtech Private Limited
- **Name of Related Party / Interested Director:** Ms. Priya Aggarwal (Director & Promoter)
- **Nature of Relationship:** Subsidiary Company / Related Party wherein Ms. Priya Aggarwal and Promoters hold interest
- **Nature of Transaction:** Increase in Remuneration (Office or Place of Profit)
- **Revised / Proposed Remuneration:** Up to Rs 40,00,000/- (Rupees Forty Lakhs only) per annum
- **Effective Date of Revision:** With effect from September 2026
- **Monetary Value & Key Terms:** Remuneration to include basic salary, perquisites, allowances, bonus, and other benefits as per the employment policy of Avyom Foodtech Private Limited, on an arm's length basis and in the ordinary course of business.

RESOLVED FURTHER THAT any Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution, including making necessary disclosures in the Financial Statements, Board's Report, and filing required returns/forms with the Registrar of Companies (ROC) and Stock Exchanges."

ITEM NO. 06: TO APPROVE THE "DSM FRESH FOODS LIMITED EMPLOYEES STOCK OPTION SCHEME- 2026"

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the "Act"); provisions contained in the Memorandum of Association and the Articles of Association of the Company; the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and circulars/notifications/guidance/frequently asked questions, if any issued thereunder, as amended from time to time (collectively, "SEBI (SBEB&SE) Regulations, 2021"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time, and subject to such approval(s)/ consent(s)/ permission(s)/ sanction(s), as may be required, from the appropriate regulatory authorities/ institutions/ bodies, and further subject to such terms and conditions as may be prescribed while granting such approval(s)/ consent(s)/ permission(s)/ sanction(s), and which may be approved and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof, including the

Nomination and Remuneration Committee ("NRC") constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board, to introduce and implement **"DSM Fresh Foods Limited Employees Stock Option Scheme-2026"** (subject to necessary changes required to ensure compliance under Companies Act, 2013, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, Tax laws, accounting standards and other applicable laws), the salient features of which are furnished in the Explanatory Statement to this Notice and to create, grant, offer, issue and allot, at any time, to the present and/or future eligible employees of the Company working in India or abroad and/or Directors (including Whole-Time Directors but excluding promoters and promoter group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company (hereinafter referred to as "employees" or "said employees") under DSM Fresh Foods Limited Employees Stock Option Scheme-2026, not exceeding 12,00,000 (Twelve Lakh) stock options exercisable into equity shares not exceeding 12,00,000 (Twelve Lakh) equity shares of the Company (or such adjusted numbers for corporate action of the Company as prescribed in the Scheme), having face value of Rs.10/- (Rupees Ten only) per equity share, (or such adjusted face value as may be result from the event of sub-division of the equity shares) at the Exercise Price determined in accordance with Clause 13 of the Scheme, in one or more tranches over a period of Four years, and on such terms and conditions as may be fixed or determined by the Board in accordance with the Act and provisions of DSM Fresh Foods Limited Employees Stock Option Scheme-2026 ("ESOP 2026/Scheme").

FURTHER RESOLVED THAT without prejudice to the generality of the above but subject to the terms mentioned in the Explanatory Statement, annexed to the Notice, which are hereby approved by the Members, the Board be and is hereby authorized to formulate, finalize, evolve, modify, decide upon, administer, superintend and implement DSM Fresh Foods Employees Stock Option Scheme-2026, as the Board in its absolute discretion deems fit.

FURTHER RESOLVED THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of stock options, from time to time, granted under DSM Fresh Foods Limited Employees Stock Option Scheme-2026 and such equity shares allotted shall in all respects rank pari passu inter se and with the then existing equity shares of the Company.

FURTHER RESOLVED THAT as is required, the Company shall conform to the accounting standards and policies as applicable to the Company, from time to time.

FURTHER RESOLVED THAT the Board may, if deems fit, if the exercise price of the options is rendered unattractive due to fall in the market price of the share of Company and such re-pricing is not detrimental to the interest of the employees who have been granted stock options under ESOP Scheme 2026, in accordance with DSM Fresh Foods Limited Employee stock Scheme- 2026.

FURTHER RESOLVED THAT the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in ESOP 2026, as it may deem fit, from time to time subject to shareholders approval wherever necessary, in conformity with the provisions of the Act and other applicable rules, regulations, guidelines and laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted stock options under ESOP 2026.

FURTHER RESOLVED THAT for the purpose of giving effect to the above Resolution(s), the Board be and is hereby authorised, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, to

- i) do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper;
- ii) execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation to DSM Fresh Foods Limited Employees Stock Option Scheme-2026; and
- iii) to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of DSM Fresh Foods Limited Employees Stock Option Scheme-2026 and the issuance of the shares (including to amend or modify any of the terms thereof) and taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the "SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable requirements.", as and when required."

ITEM NO. 7: TO CONSIDER AND APPROVE TO EXTEND 'DSM FRESH FOODS LIMITED EMPLOYEES STOCK OPTION SCHEME-2026' TO THE EMPLOYEES OF ITS GROUP COMPANY/HOLDING/SUBSIDIARY/ASSOCIATE COMPANY(IES)

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the "Act") and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any modifications thereof or supplements thereto ("SBEB&SE Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations"), and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals as may be necessary and subject to such consents, permissions, sanctions and approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee including the Nomination and Remuneration Committee to exercise the powers conferred by this Resolution), consent and approval of the Shareholders be and is hereby accorded to extend the benefits of DSM Fresh Foods Limited Employees Stock Option Scheme-2026' (the "Scheme" or "ESOP 2026") to such persons who are in the employment of the Group/Holding/subsidiary/Associate company(ies) (whether now or hereafter existing, whether incorporated in India or overseas as may from time to time be allowed under the prevailing laws, rules and regulations and / or any amendments thereto from time to time) of the Company, whether working in India or out of India and to the directors of the Company's Group/Holding/subsidiary/Associate company(ies), and to eligible employees (defined in the scheme) as may from time to time be allowed, under prevailing laws, rules and regulations, and/or amendments thereto from time to time, on such terms and conditions as may be decided by the Board, and selected on the basis of criteria prescribed by the Board, at the Exercise Price determined in accordance with Clause 13 of the Scheme.

FURTHER RESOLVED THAT for the purpose of creating, offering, issuing, allotting and listing of the Securities, the Board be authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the ESOP 2026 from time to time subject to approval of shareholders wherever necessary, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

FURTHER RESOLVED THAT for the purpose of giving effect to this Resolution, the Board be authorized to determine terms and conditions of issue of the Securities and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company."

FOR AND ON BEHALF OF DSM FRESH FOODS LIMITED
(Formerly known as DSM Fresh Foods Private Limited)

Sd/-

DEEPANSHU MANCHANDA
Chairman and Managing Director
DIN:- 07108044

Date : 03-09-2026

Place: New Delhi

**Registered Office: 115-116, First Floor,
Vishal Tower, District Centre, Janakpuri,
Janakpuri B-1, West, New Delhi, Delhi, 110058**

NOTES:

1. The Ministry of Corporate Affairs ("MCA") Government of India vide General Circular No. 03/2026 dated 22nd September, 2026 (in continuation with other circulars issued in this regard) permitted holding of the Annual General Meeting ("AGM") through Video Conference (VC)/ Other Audio Visual Means (OAVM), till further orders, in accordance with the requirements provided in paragraph 3 and 4 of the MCA General Circular No. 20/2020 dated 5th May, 2020. In compliance with these Circulars, provisions of the Act and the SEBI (LODR) Regulations, 2015, the 11th AGM of the Company is being conducted through VC/ OAVM which does not require physical presence of members at a common venue. **The Deemed Venue for the 11th AGM shall be the Registered Office of the Company.**
2. MCA while granting the relaxations to hold the AGM through VC/OAVM has also provided exemption from the requirement of appointing proxies. Accordingly, the proxy form, attendance slip and the route map of the venue have not been provided along with the Notice. Members are requested to participate in the AGM through VC /OAVM from their respective locations and the said participation of members will be reckoned for the purpose of quorum. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. In case of joint holders, members whose name appears as first holder in order of the names as per register of members/beneficial owner of the Company as on cut-off date will be entitled to vote at the AGM.
3. In compliance with the aforesaid MCA Circular, Notice of the AGM along with the Annual Report for Financial Year 2026 is being sent through electronic mode to those shareholders who have registered their e-mail addresses with the RTA/ Depositories as on cut-off date Friday, 28th August, 2026. Further, a letter providing the web-link, including the exact path, where Annual Report is available is being sent to those members whose email ids are not available of members as on cut-off date. However, the Shareholders of the Company may request physical copy of the Notice and Annual Report from the Company by sending a request at compliance@zappfresh.com, in case they wish to obtain the same.
4. As per the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company has engaged Central Depository Services (India) Limited (CDSL) as e-voting agency to enable the Members to cast their votes electronically.
5. An Explanatory Statement setting out material facts pursuant to Section 102(1) of the Act and other applicable provisions relating to Special Business to be transacted at the AGM is annexed hereto.

6. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING CONDUCTED THROUGH VC/OAVM PURSUANT TO THE APPLICABLE MCA CIRCULARS AND SEBI CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS AT A COMMON VENUE IS DISPENSED WITH AND ATTENDANCE OF THE MEMBERS THROUGH VC/OAVM WILL BE COUNTED FOR THE PURPOSE OF RECKONING THE QUORUM UNDER SECTION 103 OF THE COMPANIES ACT, 2013 ("THE ACT"). ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXY BY THE MEMBERS IS NOT AVAILABLE AND HENCE, THE PROXY FORM AND ATTENDANCE SLIP INCLUDING THE ROUTE MAP OF THE VENUE OF THE AGM ARE NOT ANNEXED TO THIS NOTICE.
7. Members may note that pursuant to the provisions of MCA circular and SEBI Circular, the Company has enabled a process of sending Company's AGM Notice (including remote e-voting instructions) electronically. Notice will also be available on the Company's website at www.zappfresh.com and on the website of BSE Ltd ("BSE") at www.bseindia.com & website of CDSL at www.cdslindia.com.
8. The Company has appointed M/s Kanika & Associates, Company Secretaries as Scrutinizer (Membership No. A24226 and COP No. 28474). The Scrutinizer will submit the report to the Chairman of the Company, or any other person authorized by him in writing, after completion of scrutiny of E-Voting process. The results of the e-voting will be announced within the specified timeline and will be displayed on the website of the Company at www.zappfresh.com and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him and the results shall also be communicated to Bombay Stock Exchange of India Limited.
9. The members who wish to vote on the day of the Meeting can do the same through e-voting on the day of the Meeting by logging in through CDSL, Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Members may note that this Notice and Annual Report for the financial year 2025-26 will also be available on the Company's website at www.zappfresh.com, website of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com and on the website of Company's Registrar and Transfer Agent, **Maashitla Securities Private Limited**. ("RTA" or "Maashitla").
11. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below

Maashitla Securities Private Limited

451, Krishna Apra Business Square,
Netaji Subhash Place, Pitampura, New Delhi-110034
Contact No: 011-45121795
Email Id: rtabackoffice@maashitla.com
Website: www.maashitla.com

12. Securities and Exchange Board of India has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to Company's Registrar & Share Transfer Agents.
13. The Register of Members and Share Transfer Books of the Company shall remain closed from **Wednesday, 23rd September 2026 to Tuesday, 29th September, 2026** (both days inclusive) for the purpose of compliance with the annual closure of Books as per Companies Act, 2013.
14. The Remote e-voting period begins at **Saturday, 26th September, 2026 at 09:00 A.M. (IST) and shall end on Monday, 28th September, 2026 at 05:00 P.M. (IST)**. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., **Tuesday, 22nd September, 2026**, may cast their votes through E-voting facility. The E-voting module shall be disabled by CDSL after the conclusion of the Annual General Meeting.
15. As per the provisions of Section 72 of the Act and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/ P/ CIR/2021/655 dated November 3, 2021, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
16. 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 to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time
17. In accordance with the MCA Circulars and SEBI Circulars and in support of the 'Green Initiative, the Annual Reports are sent by electronic mode only to those members whose email ids are registered with the Company/ Depository/Registrars and Share Transfer Agents, for communication purposes.
18. As required by **Rule 20 of the Companies (Management and Administration) Rules, 2014**, details of Notice sent through emails to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in district where the registered office of the Company situated.
19. **Non-resident Indian shareholders** are requested to inform about the following to the Company or RTA or the concerned DP, as the case may be, immediately of:
 - a) The change in the residential status on return to India for permanent settlement;
 - b) The particulars of the NRE Account with a Bank in India, if not furnished earlier.

20. INSPECTION OF DOCUMENTS: In accordance with the MCA circulars, following registers along with other documents referred in the Notice will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.

- Register of contracts or arrangements in which directors are interested under section 189 of the Act
- Register of directors and key managerial personnel and their shareholding under section 170 of the Act.
- All other documents referred to in the Notice will be available for inspection through VC, to the members attending the AGM.

21. As directed by SEBI, members are requested to-

- Intimate to the DP, changes if any, in their registered addresses and/or changes in their bank account details, if the shares are held in dematerialized form.
- Intimate to the Company's RTA, changes if any, in their registered addresses, in their bank account details, if the shares are held in physical form (share certificates).
- Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
- Dematerialize the Physical Shares to Electronic Form (Demat) to eliminate all risks associated with Physical Shares. Company's Registrar and Transfer Agents may be contacted for assistance, if any, in this regard. Further, as per amendment to Regulation 40 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, requests for effecting transfer, transmission or transposition of securities of securities shall not be processed unless the securities are held in the dematerialized form. Members are advised to Dematerialize the shares held by them in physical form.

CDSL e-Voting System – For e-voting and Joining Virtual meetings

1. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM 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 facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.zappfresh.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due to conduct their AGMs through VC or OAVM on or before 30th September, 2026 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

1. The voting period begins on **Saturday, 26th September, 2026** at 09:00 A.M. (IST) and shall end on **Monday, 28th September, 2026** at 05:00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, 22nd September, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

4. In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1. 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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 cdsi website www.cdslindia.com and click on login & My Easi New (Token) 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	2. If the user is 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 3. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
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 21 09911
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

Step 2 :Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

5. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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6. After entering these details appropriately, click on "SUBMIT" tab.
7. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
8. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
9. Click on the EVSN for the relevant <DSM Fresh Foods Limited > on which you choose to vote.
10. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
11. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
12. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
13. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
15. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
16. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

17. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **compliance@zappfresh.com** (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior** to meeting mentioning their name, demat account number/folio number, email id, mobile number at **compliance@zappfresh.com**. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior** to meeting mentioning their name, demat account number/folio number, email id, mobile number at **compliance@zappfresh.com**. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and other applicable laws)

ITEM NO. 03: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE NCT OF DELHI TO THE STATE OF HARYANA

Presently, the Registered Office of the Company is situated in the NCT of Delhi at 115-116, First Floor, Vishal Tower, District Centre, Janakpuri, Janakpuri B-1, West, New Delhi 110058. Majority of the administration and allied operations of the Company are located in the state of Haryana.

The Board is of the opinion that shifting the Registered Office of the Company from NCT of Delhi to Haryana will enhance administrative efficiency, optimize resource utilization, and reduce operational costs. Haryana, being a prominent industrial and commercial destination with robust infrastructure and a business-friendly environment, offers significant advantages for the Company's operations. The proposed shift is in the best interests of the Company and will not adversely affect the interests of its shareholders, creditors, employees, or any other stakeholders.

Pursuant to the provisions of Sections 12 and 13 of the Companies Act, 2013, shifting of the Registered Office of the Company from one State to another requires approval of the Members by way of a Special Resolution and confirmation by the Central Government (powers delegated to the Regional Director). Consequent upon such shifting, Clause II of the Memorandum of Association of the Company is required to be altered to reflect the State in which the Registered Office of the Company will be situated.

Accordingly, the Board of Directors, at its meeting, considered and approved the proposal for shifting the Registered Office of the Company from the NCT of Delhi to Haryana and recommends the passing of the proposed Special Resolution as set out in the Notice for the approval of the Members.

The Board has also been authorized to finalize the exact address of the Registered Office of the Company in the State of Haryana, and to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution.

The Board accordingly recommends the resolution set out at Item No. 3 of this Notice for approval by the Members by way of a Special Resolution.

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

ITEM NO. 04: RECLASSIFICATION OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT IN THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

The present Authorized Share Capital of the Company comprises of Rs. 25,00,00,000/- (Rupees Twenty-five Crores Only) divided into 2,39,89,000 (Two Crore Thirty-Nine Lakh Eighty-nine thousand) equity shares of Rs. 10/- (Rupees Ten) each aggregating to Rs. 23,98,90,000 (Rupees Twenty-three Crores Ninety-Eight Lakh Ninety thousand only) and 1,00,000 (One lakhs only) 0.01% Compulsorily Convertible Preference shares of Rs. 100/- (Rupees Hundred only) each aggregating to Rs. 1,00,00,000 (Rupees one crores only) and 1100 (Eleven Hundred only) each 0.001% Compulsorily Convertible Preference shares of Rs. 100/- (Rupees Hundred only) each aggregating to Rs. 1,10,000 (Rupees One lakh ten thousand only).

Hence, in order to meet future fund-raising requirements and ensure adequate flexibility in capital structure, the Board of Directors of the Company at their meeting held on September 03, 2026, approved the reclassification of Authorized Share Capital of the Company as there are unissued preference shares forming part of the Authorised Share Capital of the Company and accordingly it is therefore proposed that existing Authorised Share Capital of the Company be re-classified to facilitate the issue of Equity Shares without being required to increase additional Authorised Share Capital.

In terms of the applicable provisions of the Companies Act, 2013, the reclassification of the Authorised Share Capital and any amendment in Memorandum of Association require approval of the Members of the Company. Accordingly, the resolution at Item No. 4 of the Notice seeks approval of the Members for reclassification of the Authorised Share Capital and consequential changes in Clause V of the Memorandum of Association of the Company.

The Directors recommend the resolution at Item No. 4 of the accompanying Notice, for the approval of the Members of the Company by way of an Ordinary Resolution.

None of the Directors or Key Managerial persons of the company or their relatives is in any way concerned or interested, financially or otherwise, in the proposed resolution.

ITEM No. 05: APPROVAL OF RELATED PARTY TRANSACTION FOR REVISION IN REMUNERATION OF MS. PRIYA AGGARWAL IN AVYOM FOODTECH PRIVATE LIMITED (SUBSIDIARY COMPANY)

Ms. Priya Aggarwal, Director and Promoter of DSM Fresh Foods Limited ("the Company"), holds an office or place of profit as a Director in Avyom Foodtech Private Limited, a subsidiary of the Company.

In view of her expanded executive responsibilities, operational leadership, and strategic oversight in driving the core activities and business growth of Avyom Foodtech Private Limited, it is proposed to revise her remuneration up to Rs40,00,000/- (Rupees Forty Lakhs only) per annum, with effect from September 03, 2026.

Pursuant to Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014, payment of remuneration for holding an office or place of profit in a subsidiary company exceeding Rs2,50,000/- per month (Rs30,00,000/- per annum) requires prior approval of the Shareholders by way of an Ordinary Resolution. Furthermore, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 governs Material Related Party Transactions.

The Audit Committee and Board of Directors of the Company, at their respective meetings, reviewed and approved the proposal, confirming that the transaction is on an arm's length basis and in the ordinary course of business.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, the required disclosures are as under:

- **Name of the Related Party:** Ms. Priya Aggarwal
- **Name of Director / KMP who is related:** Mr. Deepanshu Manchanda and Ms. Priya Aggarwal
- **Nature of Relationship:** Ms. Priya Aggarwal is a Director and Promoter of the Company holding an office/ place of profit in Avyom Foodtech Private Limited (Subsidiary Company).
- **Nature, Material Terms, Monetary Value & Particulars:** Revision in total CTC up to Rs40,00,000/- per annum w.e.f. September, 2026, including salary, allowances, perquisites, and performance benefits as per policy.
- **Any other information relevant or important:** The proposed increase is commensurate with her executive role and market standards.

Pursuant to SEBI LODR Regulations, all related parties (whether interested in this transaction or not) shall abstain from voting on this resolution.

Except **Ms. Priya Aggarwal and Mr. Deepanshu Manchanda** (and their relatives), none of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5.

The Board recommends the Ordinary Resolution set out at Item No. 5 for approval by the Members.

FOR ITEM NO. 06 & 07

The Board of Directors ("the Board") of the Company understands the need to enhance employee engagement, reward the employees for their association and performance as well as motivate them to contribute to the growth and profitability of the Company. Employee Stock options have been recognized as an equity-based remuneration that rewards the employees for their loyalty, contribution and performance and motivates them to keep contributing to the growth and profitability of the Company including alignment of personal goals of the employee with organizational objectives by participating in the ownership of the Company.

In order to reward and retain the employees and to create a sense of ownership and participation amongst them, the Board of Directors at its meeting held on September 03, 2026 has approved the DSM Fresh Foods Limited Employees Stock Option Scheme-2026 ("ESOP 2026") to or for the benefit of such Employee as defined in the Scheme.

Under the ESOP 2026, it is proposed that the Nomination and Remuneration Committee ("NRC") would grant up to 12,00,000 (Twelve Lakh) Employee Stock Options, to such eligible employees as may be determined by the NRC in terms of the Scheme, that would entitle the option grantees (in aggregate) to subscribe up to 12,00,000 (Twelve Lakh) fully paid up equity shares of Rs. 10/- (Rupees Ten only) each, subject to approval of the Members

In terms of Regulation 6 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations") and Section 62 and other applicable provisions of the Companies Act, 2013 ("the Act") for the issue of Shares to the Employees of the Company under an Employee Stock Options Scheme requires approval of the members by way of **Special Resolution**.

Accordingly, the Board recommends the resolution under Item No. 06 & 07 as Special Resolution for approval of the Members for the formulation and implementation of the ESOP 2026 and the issuance of Equity Shares thereunder.

Further, as per Regulation 6 of SEBI (SBEB & SE) Regulations, separate resolution shall be obtained in case the Company wants to grant Options to the Employees of Group Company/Holding Company, Subsidiary(ies), and Associate Company(ies).

Accordingly, the Board recommends the resolution under Item No. 06 & 07 as Special Resolution for approval of the Members for the grant of Options to Employees of the Group Company/Holding Company, Subsidiary(ies), and Associate Company(ies), if any.

Disclosures pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations") and the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) of the Act or the Guidelines, for the time being in force), are as under:

Sr. No	Particulars	Brief details
01.	Brief Description of the Plan	This plan called the “DSM Fresh Foods Limited Employees Stock Option Scheme-2026 (“ESOP 2026”) enables the Company to reward its eligible employees in the form of Stock Options. Subject to applicable law and terms and conditions of the “ESOP 2026”, the eligible employees shall be entitled to receive Equity Shares upon fulfillment of those conditions as determined by the Nomination and Remuneration Committee including payment of Exercise Price and satisfaction of tax obligations arising thereon. The objectives of the Company for providing an Employee Stock Option are as under: • To attract relevant talent into the Company to drive its growth plans. • To motivate the Employees to contribute to the growth and profitability of the Company. • To retain the Employees and reduce the attrition rate of the Company. • To achieve sustained growth and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company. • To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come, and • To provide additional deferred rewards to Employees.
02.	The total number of stock options to be offered and granted	The total number of options that may be granted under ESOP 2026 shall not exceed 12,00,000 (Twelve Lakh) options which are convertible into the equivalent number of equity shares of the Company having face value Rs. 10/- (Rupees Ten Only) each, at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the NRC in its sole and exclusive discretion. In the event of any Corporate Action such as bonus issue, rights issue, stock split, merger, de-merger, transfer of undertaking, sale of a division or any such capital or corporate restructuring, subject to the provisions of the ESOS 2025; the number of Options (vested as well as unvested) or the Exercise Price in respect of the Options or both the number and the Exercise Price, may be determined after making fair and reasonable adjustments, by the Company in consultation with the Compensation Committee, to be such number and/or Exercise price as is appropriate in accordance with the SEBI guidelines and other applicable provisions.

Sr. No	Particulars	Brief details
		In this regard, it is clarified that: i. the number and price of Options shall be adjusted in a manner such that total value to the Participant remains the same after the corporate action; ii. the Vesting Period and the life of the Options shall be left unaltered as far as possible to protect the rights of the Participant.
03.	Identification of classes of Employees entitled to participate and be beneficiaries in the Plan	The following classes of the employees shall be eligible to participate in the "ESOP 2026": i. an employee as designated by the Company, who is exclusively working in India or outside India; or ii. a Director of the Company, whether a Whole-time Director or not, including a Non-Executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or iii. an employee as defined in sub-clauses (i) or (ii) above, of a Group Company, including a Subsidiary Company or its Associate Company, in India or outside India, or of a Holding Company of the Company; but shall not include: a. an employee who is a Promoter or a person belonging to the Promoter Group; or b. a Director who, either himself/herself or through his/her Relative or through any Body Corporate, directly or indirectly, holds more than ten per cent of the outstanding Equity Shares of the Company. The eligibility of an Employee to participate in the Scheme shall be determined by the Compensation Committee in accordance with the SEBI (SBEB & SE) Regulations and the terms of this Scheme.
04.	Requirement and Period of Vesting and Period within which the options shall be vested	The options granted to the eligible employees under the ESOP 2026 shall vest essentially based on continuation of employment and apart from that the Board/Committee may prescribe other performance/ other condition(s) for vesting. The vesting may occur in 04 years, subject to the terms and conditions of vesting as stipulated in DSM Fresh Foods Limited Employees Stock Option Scheme -2026.

Sr. No	Particulars	Brief details
		The options granted shall vest so long as an employee or Directors continue to be in the employment of the Company or its Group /Holding / Subsidiary / Associates Company, as the case may be. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such options would vest, the detailed terms and conditions relating to such vesting, and the proportion in which options granted would vest subject to the minimum vesting period of 01 (One) year and not later than maximum period of 04 (Four) years from the date of individual grant.
05.	Maximum period (subject to Regulation 18(1) of SEBI SBEB & SE Regulations) within which the Stock Options shall be vested	Options granted under DSM Fresh Foods Limited ESOP-2026 would vest subject to maximum period of 04 (Four) years from the date of respective grant of such options, except for extension on approved Long Leave strictly in accordance with Clause 14.6 of the scheme.
06.	Exercise Price	The exercise price shall be the Market Price for options to be granted under this scheme. <i>Explanation - Market Price means the latest available closing price on a recognised stock exchange on which the shares of the Company are listed on the date immediately prior to the relevant date and if such shares are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered as the market price.</i> Further, the Committee has the power to re-price the Grants in future as per clause 23.4 mentioned in the scheme.
07.	Exercise period and process of exercise	The Exercise Period shall commence from the date of Vesting and shall close on expiry of One Year from the last Vesting Date (i.e., Vesting Date of the 4th Tranche of Vesting, as per scheme, for the respective Grant of Option. The Exercise Period can be extended only under special circumstances within the parameters approved by shareholders and subject to Regulation 7; where the extension constitutes a variation requiring shareholder approval, such approval shall first be obtained.

Sr. No	Particulars	Brief details
08.	The appraisal process for determining the eligibility of employees for the scheme	The appraisal process for determining the eligibility of the employee will be specified by the NRC based on criteria such as designation, Integrity, role criticality, length of service, performance of the employee, performance of the Company and other appraisal/assessment processes which may be determined by the NRC from time to time at its discretion.
09.	Maximum number of options to be offered and issued per employee and in aggregate	Based on the eligibility criteria set out in the scheme, the Nomination and Remuneration Committee (NRC) will decide.
10.	Maximum quantum of benefits to be provided per employee under a scheme	The maximum value of benefits shall refer to the maximum number of options that may be granted per employee, per grant and in aggregate. No benefit other than grant of options under ESOP 2026, and any consequential grant of equity shares of the Company is contemplated under the ESOP 2026. Therefore, the maximum quantum of benefits under ESOP 2026 is the difference between the market value of the equity shares of the Company, and the exercise price of the Options, as on the date of exercise.
11.	Whether the Plan is to be implemented and administered directly by the company or through a trust	The Scheme will be implemented through a direct route and administered directly by the Company, through the Nomination and Remuneration Committee, without forming or involving any Trust.
12.	Whether the Plan involves new issue of shares by the Company or secondary acquisition by the trust or both	The "ESOP 2026" contemplates only the issue of new shares by the Company. There is no involvement of trust and therefore there will not be any secondary acquisition.

Sr. No	Particulars	Brief details
13.	The amount of loan to be provided for implementation of the Plan by the company to the trust, its tenure, utilization, repayment terms, etc.	Not applicable as the Scheme is not being implemented through Trust.
14.	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme	Not applicable as the Scheme is not being implemented through Trust.
15.	A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of the SEBI (SBEB & SE) Regulation	The Company shall comply with the disclosure and accounting policies prescribed in Regulation 15 of SEBI (SBEB & SE) Regulations and any other authorities as applicable, from time to time, including the disclosure requirements prescribed therein
16.	The method which the company shall use to value its options	The Company will follow fair value method for computing the compensation cost, if any, for the options granted. The Company shall follow the requirements including the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including any 'Guidance Note on Accounting for Employee Share-Based Payments' issued in that regard from time to time.

Sr. No	Particulars	Brief details
17.	Declaration/ Statement	In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report' The said statement is not applicable to the Company since the Company is opting for the Fair Value Method.
18.	Period of lock-in	The Shares arising out of exercise of Vested Options shall not be subject to any lock-in restriction.
19.	Terms & conditions for buyback, if any, of specified securities covered under these regulations	There is no buyback arrangement or commitment by the Company in respect of any Shares or Securities issued/ allotted under this Scheme.
20.	Conditions under which options vested in employee(s) may lapse	As prescribed under clause 14 of the scheme.
21.	Resignation / Termination (other than due to misconduct or breach of Company Policies / Terms of Employment)	In case the service of the Participant with the Company is terminated due to resignation of the Participant from the Company or otherwise, all the Vested Options as on that date shall be permitted to be exercised within the normal Exercise Period, as mentioned in this Scheme. All Unvested Options on the date of termination shall lapse. It is clarified that re-appointment of Directors upon retirement by rotation shall be deemed to be continuity in tenure for the purpose of this Scheme.

Sr. No	Particulars	Brief details
22.	Termination due to misconduct or breach of Company Policies / Terms of Employment	In the event the employment of a Participant is terminated with Cause, all Unvested Options held by such Participant as on the Termination Date shall automatically lapse and stand cancelled with effect from the Termination Date, in accordance with Applicable Law. All Vested but unexercised Options held by such Participant as on the Termination Date shall also lapse with effect from the Termination Date, unless otherwise determined by the Compensation Committee, having regard to the facts and circumstances of the case and subject to the terms of the Scheme and Applicable Law. Where the Compensation Committee permits retention of any Vested Options pursuant to the preceding paragraph, such Vested Options shall be Exercised within such period as may be determined by the Compensation Committee, provided that such period shall not extend beyond the normal Exercise Period applicable to such Options under the Scheme. Any Vested Options not Exercised within the period so permitted shall lapse upon expiry of such period.
23.	Certificate of Auditors	The Board shall at each Annual General Meeting place before the shareholders a certificate from the auditors of the Company that the ESOP 2026 has been implemented in accordance with the Companies Act, 2013 and rules framed thereunder and SEBI (SBEB & SE)Regulations, 2021 and in accordance with the resolution of the Company passed in the general meeting where ESOP 2026 has been approved.

A copy of the Scheme of ESOP 2026 is available for inspection at the Registered or Corporate office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays).

The same is also available on the website of the Company's website www.zappfresh.com to facilitate online inspection till the conclusion of the ensuing Extraordinary General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution, except to the extent of their entitlements determined lawfully, if any, under scheme.

The Board recommends the Special resolution set out in the Notice in Item No. 06 and 07 for approval of the members.

REQUISITE INFORMATION IN RESPECT OF DIRECTOR SEEKING RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING IN PURSUANCE OF REGULATION 36(3) OF SEBI LISTING REGULATIONS:-

Name of Director	Mr. Mohammad Arif Khan
Directors Identification Number	06590634
Date of Birth	11/05/1984
Date of first Appointment	27/02/2023
Qualification	Bachelor of Engineering (B.E.) in Chemical Engineering from Madhav Institute of Technology and Science (MITS), Gwalior and, Master of Business Administration (MBA) in Finance from Indian Institute of Planning and Management (IIPM).
Experience / Expertise in Functional field and brief resume	More than ten years of experience in the technology and fintech industries, with a strong commitment to promoting inclusive financial empowerment.
Directorship of other Boards as on 02nd September, 2026	In Ten (10) Company: i. AVP Digital Media Private Limited ii. Rightful Labs Private Limited iii. Aces Skynet Private Limited iv. Technotask Business Solutions Private Limited v. Zappian Media India Private Limited vi. Heebs Healthcare Private Limited vii. Rightful Care Foundation viii. MMA Media Private Limited ix. Rightful Technologies Private Limited x. Zappian Fintech Private Limited
Membership / Chairmanship of Committees of the other Boards (Includes only Audit & Stakeholders' Relationship Committee) as on 02nd September, 2026	None
Terms & Conditions of Appointment	Re-appointed as Non-Executive and Non- Independent director of the Company and liable to retire by rotation
Shareholding in the Company (including shareholding as a beneficial owner in the Company)	3,83,328 shares
Relation with any other Directors and KMPs of the Company	No Relation
Remuneration last draw (including sitting fees, if any) /Remuneration proposed to be paid	N.A
Number of meetings of the Board attended during the year	As mentioned in the Directors Report
Listed entities from which the person has resigned in the past three years	None

INFORMATION AT GLANCE

PARTICULARS	DETAILS
Day, date, and time of AGM	Tuesday, 29th September, 2026 at 03:00 p.m. (IST)
Mode	Video conference/other audio-visual means
Participation through video conference	www.evotingindia.com
Cut-off date for e-Voting	Tuesday, 22nd September, 2026
E-Voting start date and time	Saturday, 26th September, 2026 at 09:00 a.m. (IST)
E-Voting end date and time	Monday, 28th September, 2026 at 05:00 p.m. (IST)
E-Voting website of CDSL	www.evotingindia.com
Speaker registration last date and time	Tuesday, 22nd September, 2026 till 05:00 p.m. (IST)
Tuesday, 22nd September, 2026 till 05:00 p.m. (IST)	Central Depository Services (India) Limited (CDSL) A Wing, 34/35 Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 Contact Details: Mr. Rakesh Dalvi (022-62343611) Tel : 022-62343333 www.evotingindia.com Email: helpdesk.evoting@cdslindia.com
Name, address and contact details of Scrutinizer	M/s Kanika & Associates, Company Secretaries (Membership No. A24226 and COP No. 28474).
Name, address and contact details of Registrar and Share Transfer Agent	Maashitla Securities Private Limited 451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, New Delhi-110034 Contact No: 011-45121795 Email Id: rtabackoffice@maashitla.com Website: www.maashitla.com