PRIME Fresh
We deliver fresh

PRIME FRESH LIMITED

Date: 27.07.2026

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

Dear Sir,

SCRIP ID: 540404

Sub.: Notice of 19th Annual 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 19th Annual General Meeting of the Company scheduled to be held on Wednesday, 19th August, 2026 at 04.10 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
JAYKUMAR
DOSHI

Digitally signed by JASMIN JAYKUMAR DOSHI
DN: c=IN, o=Personal, title=0301,
pseudonym=080595961c54422180c9ff3a86f3fe14,
2.5.4.20=c55ae4d7bb798438e05556d883aa57a46990da4bc604742256ed98a5fce8612f,
postalCode=380015, st=Gujarat,
serialNumber=f8082216b7513d72e4f42badf67d11281992e4691268292f0cf4480259f5a5ca,
cn=JASMIN JAYKUMAR DOSHI
Date: 2026.07.27 15:46:05 +05'30'

PRIME FRESH LIMITED
AHMEDABAD

Jasmin Doshi
Company Secretary & Compliance Officer
Place: Ahmedabad

Encl.: As above.

NOTICE

Notice is hereby given that **19th Annual General Meeting** of the company will be held on Wednesday of 19th August, 2026 at 04:10 PM, through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026 including the Statement of Profit and Loss and the Cash flow statement together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint Mr. Gurmeet Singh Bhamrah (DIN: 02527135), Non-Executive Director who retires by rotation and being eligible, offers himself for re-appointment.

3. Appointment of Statutory Auditors and to fix their remuneration

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sec on 139 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company hereby appoints M/s Keshri & Associates, Chartered Accountants (Firm Registration No. 310006E), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 24th Annual General Meeting to examine and audit the accounts of the Company at such remuneration on as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4. TO APPOINT MR. SANJIV SWARUP (DIN: 00132716) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if deems fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 "(the Act)"and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time , Mr. Sanjiv Swarup (DIN: 00132716), who was appointed as an Additional Director in the capacity of an Independent Director of the Company in terms of Section 161(1) of the Act and Articles of Association of the Company with effect from 15th July, 2026 by the Board of Directors on the recommendation of Nomination and Remuneration Committee, whose term of office expires at the ensuing Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 15th July, 2026 to 14th July, 2031 whose office shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or Company secretary be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution."

5. TO APPROVE RELATED PARTY TRANSACTION

To consider and if deems fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014, in terms of Regulations 23 of SEBI (Listing Obligations and Disclosure Requirements) Rule, 2015 (including any statutory modifications or enactment thereof for the time being in force), and also pursuant to the consent of Audit Committee and the board of director vide resolution passed in the meeting, approval of the members be and is hereby accorded for entering into related party transactions for each companies for the Financial year 2026-27 which were in the ordinary course of business and at arm's length basis and up to the maximum amounts as appended below:

Particulars of Proposed Transactions for the purpose of approval u/s 188 of the Companies Act, 2013 Maximum value of contract / transaction.

Name of the Related Parties	Nature of Relationship	Nature of Transaction	Proposed amount of RPT & Duration
Vyankteshprime Fresh Farmers Producer Company Limited	Mr. Jinen Ghelani & Mr. Hiren Ghelani are Directors and Members of the Company	Purchase of Goods	Up to Rs. 24 Cr for the F.Y. 2026-27
		Sale of Goods	Up to Rs. 24 Cr for the F.Y. 2026-27

Name of the Related Parties	Nature of Relationship	Nature of Transaction	Proposed amount of RPT & Duration
Poonaagrocart LLP	The Company had invested an amount of Rs. 36,00,000 for 36% stake in Poonaagrocart LLP. Upon Investment (w.e.f.06.07.2026), Poonaagrocart LLP becomes an associate company and Mr. Hiren Ghelani is representing a company as Designated Partner	Purchase of Goods	Up to Rs. 10 cr for FY 2026-27
		Sale of Goods	Up to Rs. 10 cr for FY 2026-27
		Loans	Up to Rs. 02 cr for FY 2026-27
		Advances	Up to Rs. 02 cr for FY 2026-27

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, any one of the Director or Company Secretary of the Company be and is hereby authorized to do such act, deeds, matters, and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regards the Board in its absolute discretion may deem necessary or desirable, and its decision shall be final and binding."

6. **TO APPROVE MATERIAL RELATED PARTY TRANSACTION WITH FLORENS FARMING LIMITED (FORMERLY KNOWN AS FLORENS FARMING PRIVATE LIMITED) FOR THE FINANCIAL YEAR 2026-27.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION.**

RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 (“SEBI Listing Regulations”) and subject to Section 188 of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 as may be amended from time to time and subject to the Company’s Policy on Materiality of Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company; the consent, permission and approval of the members / shareholders of the Company be and is hereby accorded / given for entering into and / or carrying out and / or continue with existing contracts, arrangements, agreements, transaction(s) or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), directly by the Company or through any subsidiary/JVs/Associate; with **M/s. Florens Farming Limited (Formerly known as Florens Farming Private Limited);** as more specifically set out in the explanatory statement to this resolution on the material terms & conditions set out therein; during the financial year starting from 01st April 2026 and ending on 31st March 2027 (“the year”) notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per the provisions of the SEBI Listing Regulations and the provisions of the Companies Act 2013 as applicable from time to time.

RESOLVED FURTHER THAT the members of the Company do hereby further accord its approval to the Board of Directors to do all such acts, deeds and things as may be deemed necessary, expedient and incidental thereto, including but not limited, to execute any contract, agreement, deed, arrangement etc. and to delegate all or any of its powers herein conferred to any committee of Director(s) and/or Officer(s) of the Company to give effect to this resolution.

7. **TO APPROVE MATERIAL RELATED PARTY TRANSACTION WITH FLORENS FRESH SUPPLY SOLUTIONS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2026-27.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION.**

RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 (“SEBI Listing Regulations”) and subject to Section 188 of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 as may be amended from time to time and subject to the Company’s Policy on Materiality of Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company; the consent, permission and approval of the members / shareholders of the Company be and is hereby accorded / given for entering into and / or carrying out and / or continue with existing contracts, arrangements, agreements, transaction(s) or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), directly by the Company or through any subsidiary/JVs/Associate; with **M/s. Florens Fresh Supply Solutions Private Limited;** as more specifically set out in the explanatory statement to this resolution on the material terms & conditions set out therein; during the financial year starting from 01st April 2026 and ending on 31st March 2027 (“the year”) notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per the provisions of the SEBI Listing Regulations and the provisions of the Companies Act 2013 as applicable from time to time.

RESOLVED FURTHER THAT the members of the Company do hereby further accord its approval to the Board of Directors to do all such acts, deeds and things as may be deemed necessary, expedient and incidental thereto, including but not limited, to execute any contract, agreement, deed, arrangement etc. and to delegate all or any of its powers herein conferred to any committee of Director(s) and/or Officer(s) of the Company to give effect to this resolution.

8. TO APPROVE MATERIAL RELATED PARTY TRANSACTION WITH MR. JINEN GHELANI, (DIN: 01872929) MANAGING DIRECTOR FOR THE FINANCIAL YEAR 2026-27.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION.**

RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("SEBI Listing Regulations") and subject to Section 188 of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 as may be amended from time to time and subject to the Company's Policy on Materiality of Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company; the consent, permission and approval of the members / shareholders of the Company be and is hereby accorded / given for entering into and / or carrying out and / or continue with existing contracts, arrangements, agreements, transaction(s) or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), directly by the Company or through any subsidiary/JVs/Associate; with **Mr. Jinen Ghelani (DIN:01872929) Managing Director and his relatives;** as more specifically set out in the explanatory statement to this resolution on the material terms & conditions set out therein; during the financial year starting from 01st April 2026 and ending on 31st March 2027 ("the year") notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per the provisions of the SEBI Listing Regulations and the provisions of the Companies Act 2013 as applicable from time to time.

RESOLVED FURTHER THAT the members of the Company do hereby further accord its approval to the Board of Directors to do all such acts, deeds and things as may be deemed necessary, expedient and incidental thereto, including but not limited, to execute any contract, agreement, deed, arrangement etc. and to delegate all or any of its powers herein conferred to any committee of Director(s) and/or Officer(s) of the Company to give effect to this resolution.

9. TO APPROVE MATERIAL RELATED PARTY TRANSACTION WITH MR. HIREN GHELANI, (DIN: 02212587) WHOLE-TIME DIRECTOR FOR THE FINANCIAL YEAR 2026-27.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION.**

RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("SEBI Listing Regulations") and subject to Section 188 of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 as may be amended from time to time and subject to the Company's Policy on Materiality of Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company; the consent, permission and approval of the members / shareholders of the Company be and is hereby accorded / given for entering into and / or carrying out and / or continue with existing contracts, arrangements, agreements, transaction(s) or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), directly by the Company or through any subsidiary/JVs/Associate; with **Mr. Hiren Ghelani and his relatives;** as more specifically set out in the explanatory statement to this resolution on the material terms & conditions set out therein; during the financial year starting from 01st April 2026 and ending on 31st March 2027 ("the year") notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per the provisions of the SEBI Listing Regulations and the provisions of the Companies Act 2013 as applicable from time to time.

RESOLVED FURTHER THAT the members of the Company do hereby further accord its approval to the Board of Directors to do all such acts, deeds and things as may be deemed necessary, expedient and incidental thereto, including but not limited, to execute any contract, agreement, deed, arrangement etc. and to delegate all or any of its powers herein conferred to any committee of Director(s) and/or Officer(s) of the Company to give effect to this resolution.

10. TO MAKE LOAN(S) AND TO GIVE GUARANTEE(S), PROVIDE SECURITY (IES) OR MAKE INVESTMENT(S) IN EXCESS OF THE PRESCRIBED LIMIT UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

To consider and if deems fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION.**

"RESOLVED THAT pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 (the "Act"), the Companies (Meetings of Board and its Powers) Rules, 2014, Articles of Association of the Company and subject to necessary approvals, if required, approval of the shareholders be and is hereby given to the Board of Directors for : i) giving loans to any person or other body corporate/s; ii) giving of guarantee or providing security in connection with loan/s to any other body corporate/s or person; and / or iii) for acquiring whether by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of any other body corporate/s upto an amount, the aggregate outstanding of which should not, at any time, exceed Rs. 240 Crores (Rupees Two Hundred and Forty Crores only) which shall be over and above (i) the aggregate of free reserves and securities premium account, and (ii) the aggregate existing outstanding amount of loans/ guarantees/ securities/ investments, given/ provided/ made to/ into, Wholly Owned Subsidiary, subsidiary companies, Associate Company and joint venture companies, from time to time.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment(s) including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment(s) and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any other person as it may deem fit subject to the provision of the Act."

11. TO APPROVE INCREASE IN BORROWING LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 ("ACT")

To consider and if deems fit, to pass, the following Resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013 (the "Act") and rules framed there under (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), and any other applicable laws and the provisions of the Articles of Association of the Company, consent of the members Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to borrow money on behalf of the Company, from time to time, from one or more of the Company's banks, financial institutions, institutional investors, mutual funds, insurance companies, pension funds, individuals, firms, companies, body corporates, any other person or entity, by way of issue of debentures, commercial papers, long term/short term loans, suppliers' credit, securitized instruments such as floating rates notes, fixed rate notes, syndicated loans, fixed deposits, any other instruments/securities or otherwise permitted by law for the time being in force, designated in Indian or foreign currency, on such terms and conditions including creation of security by way of mortgage, charge, hypothecation, lien or pledge over the movable or immovable assets, properties, undertaking(s) or part thereof, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate paid-up share capital of the Company, free reserves (that is to say reserves not set apart for any specific purpose) and securities premium of the Company provided that the total amount so borrowed by the Board within the meaning of Section180(1)(c) of the Act shall not at any time exceed Rs 240 Cr (Rupees Two Hundred and Forty Crores Only) or the limits so prescribed under Section 180(1)(c) of the Act, whichever is higher."

"RESOLVED FURTHER THAT the Board of Directors and/or Company secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of borrowing, filing of necessary forms, returns, applications and submissions under the Act to give effect to this Resolution."

Date : 15.07.2026
Place : Ahmedabad

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

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

Jinen Ghelani
Managing Director & CFO
(DIN: 01872929)

NOTES:

1. The Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India (SEBI) have, vide their various circulars issued from time to time, permitted companies to convene their Annual General Meeting ("AGM"/ "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue.

In accordance with the MCA and SEBI Circulars, the 19th AGM of the Company will be held on **Wednesday, 19th August, 2026 at 04:10 PM** through VC/ OAVM facility. The deemed venue for the 19th AGM shall be the Registered Office of the Company at 102 Sanskar-2, Near Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmdabad-380015, without the physical presence of the Members at a common venue.

2. **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 AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM 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 AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE. HOWEVER, THE BODY CORPORATES ARE ENTITLED TO APPOINT AUTHORISED REPRESENTATIVES TO ATTEND THE EGM/AGM THROUGH VC/OAVM AND PARTICIPATE THERE AT AND CAST THEIR VOTES THROUGH E-VOTING.**

3. The Annual Report, inter alia, containing the 19th AGM Notice and other disclosures, will be uploaded on the Company's website at **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**; under 'Investors' Section (available for free download and review from the website). The Notice of the 19th AGM forms part of the Annual Report 2025-26 and is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/DP in conformity with the MCA and SEBI circulars. Those members who wish to receive a paper copy of the Annual Report, may write to us on our e-mail: **cs@primefreshlimited.com**. Additionally, as per Regulation 36(1)(b) of the Listing Regulations, a letter providing the weblink of the Annual Report for 2025-26 and a static Quick Response Code (QR Code), will be sent to those shareholder(s) who have not registered their email address with the Company/Depositories/ Depository Participants/Bigshare. The Company will be publishing an advertisement in newspapers (one English newspaper and one Gujarati newspaper) containing the details about the AGM i.e., day, date and time of AGM, details for e-voting, availability of Notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses, manner of providing mandate for dividends and other matters as may be required.

4. 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 for 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 AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable Secretarial Standards issued by ICSI, the requisite information inter alia containing the particulars of the Director seeking appointment/re-appointment and the information as required under para (iv) of Section II of Part II of Schedule V of the Companies Act, 2013 are annexed hereto.

7. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before August 17, 2026 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.

8. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, 13th August 2026 to Wednesday, 19th August 2026 (both days inclusive) for purpose of Annual General Meeting.

9. The annual accounts of the subsidiary companies are made available on the website of the Company at www.primefreshlimited.com

10. **UPDATION OF MANDATORY KYC DETAILS:**

(a) **Shares held in physical form:** SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 03, 2021 read with clarificatory Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB /P/CIR/2021/ 687 dated December 14, 2021, has mandated physical shareholders to furnish PAN, nomination, contact details (postal address with PIN, mobile number & E-mail address), bank account details (bank name & branch, bank account number and IFSC code) and specimen signature ('mandatory KYC'). Accordingly, Members holding shares in physical form are requested to complete the mandatory KYC by sending an E-mail request along with duly signed Form ISR-1 and other relevant forms to RTA i.e. Bigshare Services Private Limited at the E-mail ID: info@bigshareonline.com.

As per SEBI circular, non-availability of any of the above documents/details with Bigshare Services Private Limited on or after April 01, 2023 will result in freezing of the physical shareholders' folios.

(b) **Shares held in dematerialised form:** Members holding shares in the dematerialized form are requested to submit/update their KYC details with their respective Depository Participant.

11. 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 Annual General Meeting and also at the AGM.

During the AGM, 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.

12. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

13. 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.primefreshlimited.com**. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at **www.bseindia.com** and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. **www.evoting.nsdl.com**.

14. The remote e-voting period commences at 09.00 a.m. on Sunday, 16th August, 2026 and ends at 5.00 p.m. on Tuesday, 18th August, 2026. The remote e-voting module will be disabled by NSDL for voting thereafter.

15. Those Members, who will be present in the AGM 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 AGM.

16. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

17. 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 Wednesday, August 12, 2026 ('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 AGM. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

18. 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.

19. 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 August 21, 2026. 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.

20. Members are requested to register their e-mail address for receiving all communication including Annual Report, 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**;

21. The SEBI vide its Circulars issued during 2023, established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. The regulatory norms regarding the same were consolidated vide SEBI Master Circular dated August 11, 2023. Pursuant to the same, investors shall first take up a grievance with the Company directly, escalate the same through the SCORES Portal and if still not satisfied with the outcome after exhausting all available options, investors can initiate dispute resolution through the ODR Portal at https://smartodr.in/login

22. 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.

23. 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.

24. Members holding shares in the physical form are advised to complete KYC in the prescribed form No. ISR-1 and communicate the particulars of their PAN, bank account, change of postal address, e-mail ID, mobile no. and nomination to the RTA i.e., Bigshare Services Private Limited (Unit: Prime Fresh Limited), Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, or the Secretarial Department of the Company at **cs@primefreshlimited.com**, otherwise folio shall be frozen by the RTA.

25. Corporate members are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through Remote E-voting and e-Voting during the AGM. The said Resolution/authorization shall be sent through registered email address to the scrutinizer at **umesh@umeshvedcs.com**;

26. In case of joint holders attending the meeting, only such holder who is higher in the order of names will be entitled to vote.

27. The record date for the purpose of determining the eligibility of the Members to attend the 19th Annual General Meeting of the Company is Wednesday, 12th August, 2026.

28. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the record date i.e. 12th August, 2026 can also attend the meeting.

29. Members are requested to note that as per Section 124(6) of the Companies Act, 2013, read with IEPF Rules as amended, all the shares in respect of which dividend remained unclaimed for seven consecutive years or more, are required to be transferred to the demat account of the IEPF Authority. Consequently, the Company transferred eligible equity shares pertaining to the financial year 2016-17 to the demat account of the IEPF Authority. Members are entitled to claim the same from IEPF by submitting an application in the prescribed online web-based Form IEPF-5 available on www.iepf.gov.in and sending a physical copy of the same, duly signed, to the Nodal Officer of the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

30. The Shares of the Company are listed on BSE Limited, and the Listing fee for the Exchange has been paid by the Company for the financial year 2026-27.

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

The remote e-voting period begins on Sunday, 16th August, 2026 at 09:00 A.M. and ends on Tuesday, 18th August, 2026 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. 12.08.2026, 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 12.08.2026.

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:

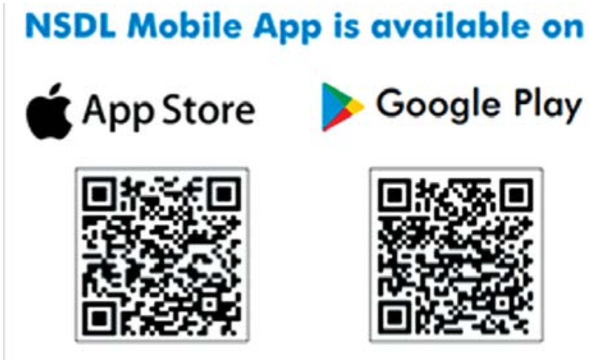
Step 1: Access to NSDL e-Voting system

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. 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 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.
	2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 meeting & voting during the meeting.
	3. 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**
	4. 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

Type of shareholders	Login Method
	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.
	5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with **CDSL**	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 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 username & password.
	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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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

Type of shareholders	Login Method
	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.

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
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

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 user 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 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 AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM 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 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@primefreshlimitd.com. The same will be replied by the company suitably.

Date : 15.07.2026
Place : Ahmedabad

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

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

Jinen Ghelani
Managing Director & CFO
(DIN: 01872929)

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

As required under Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 3 to 11 of the accompanying Notice

ITEM NO. 3:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 an audit firm can act as auditors of a listed company for a maximum tenure of two terms of 5 (Five) consecutive years.

For the purpose of reckoning this limit, existing tenure of the Auditors needs to be counted. M/s. O.P. Bhandari & Co. (M. No.: 034409), Chartered Accountant, have been auditors of the company for 10 (Ten) years and accordingly, as per the above requirement; the term of M/s. O.P Bhandari & Co. comes to an end with the conclusion of this Annual General Meeting.

Accordingly, as per the aforesaid requirements of the Act, and pursuant to recommendation of Audit Committee, the Board of Directors has proposed for approval of shareholders the appointment of M/s. Keshri & Associates, Chartered Accountants, (FRN:310006E), as auditors based on their credentials, experience, office infrastructure, number of professionals, manpower usage of technology and overall capability to undertake the audit of the Company for a period of 5 (Five) years, commencing from the conclusion of 19th Annual General Meeting till the conclusion of 24th Annual General Meeting.

M/s. Keshri & Associates, Chartered Accountants, (FRN:310006E), have consented to the aforesaid appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions to section 139(1), section 141(2) and section 141(3) of the Act and the provisions of the Companies (audit and Auditors) Rules, 2014.

M/s. Keshri & Associates, Chartered Accountants was established in 1983, with the conceptualization of establishing a state of-the-art and a research-based firm to cater different needs of business organization. The firm is being managed by nine partners and supported by team of 25+ qualified and semi qualified Chartered Accountants. The firm is registered with the Institute of Chartered Accountants of Indian (Firm Registration No. 310006E). Their core competence lies in the field of Audit, Advisory and Taxation.

Based on the recommendation of the audit committee; the Board has also proposed audit fees payable to Keshri & Associates, to undertake statutory audit, as statutory auditor at INR 2,50,000 (Rupees Two Lakhs Fifty Thousand Only) per annum payable in one or more installments plus GST as applicable, and reimbursement of out-of-pocket expenses actually incurred. Proposed audit fees shall be liable to be review and may be revised at regular interval in consultation with Chairperson of Audit Committee and the Statutory Auditors. The Statutory Auditors may be paid additional amount other than the fees as mentioned herein above, for other permissible assignments including but not limited to tax audit and certification fees.

The above may please be considered as disclosure made in terms of Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, as set out in Item No. 3 of the Notice.

ITEM NO. 4:

Based on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 152 read with schedule IV and other applicable provisions, if any, of the Act read with applicable rules made there under, SEBI Listing Regulations, the Board of Directors have appointed Mr. Sanjiv Swarup (DIN: 00132716), as an ‘Additional Director’ in the category of Non-Executive Independent Director at their meeting held on 15th July, 2026 for the term of five (5) consecutive years commencing from 15th July, 2026 till 14th July, 2031, subject to the approval of members at the ensuring General Meeting.

The Nomination and Remuneration Committee, in accordance with its mandate and after due deliberation, has inter alia, identified Mr. Sanjiv Swarup as a suitable candidate for appointment to the Board. Mr. Sanjiv Swarup has more than 4 decade decades of professional experience spanning financial services, governance, and strategic advisory. He has served on the boards of several listed and unlisted entities and has extensive exposure to regulated financial institutions, including NBFCs and technology enabled finance platforms. His roles have involved oversight of audit, risk, compliance, stakeholder protection, and other statutory committees, including committee chairmanships, which makes him well-qualified to brings a combination of regulatory insight, governance rigor, and commercial judgment to the Board.

The Company has received from him all statutory disclosures/ declarations that he is not disqualified from being appointed as a director in terms of section 164 of the Act and that he meets the criteria of independence as prescribed, under section 149(6) of the Act and Regulation 16(1) (b) of SEBI Listing Regulations. Considering his rich experience, expertise and valuable contribution, the Board has proposed to regularize his appointment as an Independent Director of the

Company for a term of five consecutive years, subject to the approval of the Members at the ensuing Annual General Meeting.

Draft letter of appointment of Mr. Sanjiv Swarup setting out the terms and conditions of his appointment is being made available for inspection by the Members. A brief profile of Mr. Sanjiv Swarup is given in the table appearing before the explanatory statement.

Except Mr. Sanjiv Swarup, being the appointee, none of the other Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the Resolution set out above. The Board recommends Special Resolution for appointment of Mr. Sanjiv Swarup as an Independent Director for the first term of five consecutive years, not liable to retire by rotation.

ITEM NO. 5:

As per the provision of Section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder, and as per the regulation 23 of the SEBI Listing Regulations the Company is required to obtain consent of the Members by passing ordinary resolution, in case if certain transactions with related parties exceeds prescribed amount as specified in Rules. The Company is likely to enter into transactions with the following related parties. As the value of transactions may exceeds the limit prescribed under the provisions of the Companies Act, 2013 it is thought advisable to get the approval of the members by way of an ordinary resolution.

1. **Name of the related parties with the name of Director or Key Managerial Personnel who is related, if any and Nature of relationship:**

<table>
<tr><th>Name of Related Parties</th><th>Name of Interested Director or KMP</th><th>Nature of relationship</th><th>Nature of Transaction</th><th>Proposed amount of RPT and Duration of contract</th><th>% of annual consoli-dated turnover</th></tr>
<tr><td rowspan="2">Vyankteshprime Fresh Farmers Producer Company Limited</td><td>Mr. Hiren Ghelani (DIN: 02212587) Director</td><td rowspan="2">Mr. Jinen Ghelani & Mr. Hiren Ghelani are Directors and Members of the Company</td><td>Purchase</td><td>Up to 24 Cr for the F.Y. 2026-27</td><td>8.76</td></tr>
<tr><td>Mr. Jinen Ghelani (DIN:01872929) Director</td><td>Sales</td><td>Up to 24 Cr for the F.Y. 2026-27</td><td>8.76</td></tr>
<tr><td rowspan="4">Poonaagrocart LLP</td><td rowspan="4">Mr. Hiren Ghelani is representing a company as Designated Partner</td><td rowspan="4">The Company had invested an amount of Rs. 36,00,000 for 36% stake in Poonaagrocart LLP. Upon Investment (w.e.f.06.07.2026), Poonaagrocart LLP becomes an associate company</td><td>Purchase</td><td>Upto Rs.10 Cr for FY 26-27</td><td>3.65</td></tr>
<tr><td>Sales</td><td>Upto Rs.10 Cr for FY 26-27</td><td>3.65</td></tr>
<tr><td>Loan</td><td>Upto Rs.2 Cr for FY 26-27</td><td>0.73</td></tr>
<tr><td>Advances</td><td>Upto Rs.2 Cr for FY 26-27</td><td>0.73</td></tr>
</table>

The said transactions to be entered are in the best interest of the company and for future growth and prospects.

2. **Nature, material terms, monetary value and particulars of the contract or arrangement**

   Nature of transactions, period of the transactions and monetary value of the transactions are referred in the Resolution.

   Mr. Jinen Ghelani (DIN: 01872929), Managing Director and CFO, Mr. Hiren Ghelani (DIN: 02212587) Whole Time Director along with their relatives are deemed interested in the propose resolution. None of the other Directors and Key Managerial Personnel and / or their relative are concerned or interested financially or otherwise in proposed resolution.

   Interested Shareholders would not be eligible to vote on the said resolution in term of Section 188 of the Companies Act, 2013 and SEBI Regulations.

   The Board of Directors recommends passing of the resolution as set out in this Notice as an Ordinary Resolution.

ITEM NO. 06 to 09:

Background:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of shareholders of a listed entity by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from 18 November 2025, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity of which annual consolidated turnover is upto INR 20000 Crore. The annual consolidated turnover of the Company is less than INR 20000 Crore and therefore any transaction with a related party exceeding 10% of the annual consolidated turnover shall be considered as a material related party transaction as per SEBI Regulations.

Justification of the Transactions

The proposed related party transactions with the subsidiary/associate, including purchase and sale of goods/services, granting of loans or advances, and providing corporate guarantees, are undertaken in furtherance of the Company's business objectives and strategic interests. These transactions are intended to achieve operational efficiencies, strengthen supply chain integration, optimize resource utilization, and leverage business synergies within the group. The financial support by way of loans/advances and guarantees will facilitate working capital requirements, business expansion, and smooth execution of operations of the subsidiary/associate, thereby enhancing the value of the Company's investment and ensuring long-term business growth. The transactions are driven by commercial expediency and are expected to result in mutual business benefits, cost optimization, and improved profitability. Further, all such transactions shall be carried out on an arm's length basis, at prevailing market terms, and in compliance with applicable provisions of the Companies Act, 2013, Securities and Exchange Board of India (LODR) Regulations, and other applicable laws, and are in the overall best interest of the Company.

Mr. Jinen Ghelani and Mr. Hiren Ghelani, along with their relatives, have been engaged in the business of supply of fruits and vegetables for the past 19 years and possess significant experience and expertise in the industry. Mr. Jinen Ghelani (DIN: 01872929), Managing Director & CFO of the Company, and Mr. Hiren Ghelani (DIN: 02212587), Whole-time Director of the Company, also form part of the Promoter and Promoter Group of the Company. In the ordinary course of business and as per the terms and conditions stipulated by the lending banks and financial institutions, personal guarantees and/or securities of the promoters and their relatives are required as collateral support for availing financial facilities by the Company. Accordingly, the proposed personal guarantees to be extended by Mr. Jinen Ghelani, Mr. Hiren Ghelani, and/or their relatives are intended to facilitate timely and seamless access to financial assistance, ensure compliance with lender requirements, strengthen the Company's borrowing capacity, and support its working capital and business growth requirements, which is in the overall interest of the Company.

The Company proposes to enter into transactions with the related parties as enumerated in the resolution no 6 to 9 either directly or through its subsidiaries, associates or JV entities. The proposed transactions are in the interest of the Company considering above business synergies and competencies of the related parties.

The Audit Committee, has on the basis of relevant details provided by the management, as required by the law, reviewed the certificate provided by CEO and CFO of the company as required by the RPT Industry Standards, and approved the said transaction(s), subject to approval of the Members.

The detailed disclosures as required under SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" dated June 26, 2025 were presented before the Audit Committee and have been reproduced hereinunder for consideration of the Shareholders.

The Audit Committee have approved and the Board of Directors have recommended the said Related Party Transactions and recommends the proposed transactions to the shareholders for approval.

Information required under regulation 23 of the SEBI Listing Regulations read with Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2025/93 dated June 26, 2025 and Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" dated June 26, 2025 and the particulars in terms of Rule 15 (3) of Companies (Meetings of Boards and Its Powers) Rules, 2014, for these arrangements/contracts/transactions etc. are furnished herein under:

S.N.	PARTICULARS	INFORMATION PROVIDED BY MANAGEMENT
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Refer below table titled as "Annexure – A, B, C and D

S.N.	PARTICULARS	INFORMATION PROVIDED BY MANAGEMENT
2.	Justification as to why the proposed transaction(s) are in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Proposed transactions / arrangements are commercially beneficial and are in the interest of the Company. Detailed justification of proposed transaction(s) is enumerated in the beginning of the explanatory statement herein above. Price and other material terms are determined considering arm's length criterion and as per prevailing industry practices for such type of transactions.
3.	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificates issued by the Managing Director and CFO of the Company, as required under the RPT Industry Standards.
4.	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Material Related Party Transaction with the parties as enumerated in Item No 6, 7, 8 and 9 have been approved by the Audit Committee. The Board of Directors recommends the proposed transactions to the shareholders for approval.
5.	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable
6.	Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making;	Not Applicable
7.	Any other information that may be relevant	No

Disclosures as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules 2014 as amended, including name of related party, name of Director/KMPs who is interest, if any; nature of relationship, nature material terms, monetary value and particulars of the contract or arrangement and other relevant or important information for the members; are given in the respective Annexure to the explanatory statements. The approval of the members of the Company for the above referred transaction(s) is omnibus and is being sought with a view to avoid business exigencies and to facilitate smooth operations in the interest of the Company. The value of the actual transaction(s) may be substantially lesser than the approved amounts of transaction(s).

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution, except Mr. Jinen Ghelani, Mr. Hiren Ghelani and their relatives by virtue of their position as Directors and Promoter Shareholders; of Item No 06, 07, 08 and 09

The Board of Directors therefore recommends passing of Item No. 06 to 09, as **Ordinary Resolutions,** of the accompanying notice for the approval of members. The audit committee has approved and the Board of Directors have recommended the above referred transactions, at their respective meetings.

In accordance with the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations (LODR) 2015, the Item No 06 to 09 being for approval of related party transactions, all related parties, including the above, shall not vote to approve the resolution.

ANNEXURE-A

(Transaction with Florens Farming Limited (Formerly Known as Florens Farming Private Limited)

Pursuant to the SEBI Circular dated June 26, 2025, the Minimum Information relating to the proposed related party transaction(s) is provided herewith:

PART-A

<table>
<tr><th>S.N.</th><th>Particulars of Information</th><th>Information provided by the management</th></tr>
<tr><td>A(1)</td><td>Basic details of the related party</td><td></td></tr>
<tr><td>1.</td><td>Name of the related party</td><td>Florens Farming Limited (Florens Farming Private Limited)</td></tr>
<tr><td>2.</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3.</td><td>Nature of business of the related party</td><td>Agriculture, horticulture, agro-processing, trading, export-import and allied farming activities.</td></tr>
<tr><td>A(2)</td><td>Relationship and ownership of the related party</td><td></td></tr>
<tr><td>1.</td><td>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following:</td><td>Florens Farming Limited (Formerly known as Florens Farming Private Limited) is a Subsidiary of the company</td></tr>
<tr><td></td><td>(A) Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>The company holds 53.8% shares of the FFL</td></tr>
<tr><td></td><td>(B) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Not Applicable</td></tr>
<tr><td></td><td>(C) Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).
Explanation: Indirect shareholding shall mean share-holding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td><td>Not Applicable</td></tr>
<tr><td>A(3)</td><td>Details of previous transactions with the related Party</td><td></td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year 2025-26.
Explanation: Details need to be disclosed separately for listed entity and its subsidiary.
<table>
<tr><th>S.N.</th><th>Nature of Transactions</th><th>FY 2025-26 (in lakhs)</th></tr>
<tr><td>1</td><td>Sales</td><td>2178.85</td></tr>
<tr><td>2</td><td>Purchase</td><td>47.28</td></tr>
<tr><td>3</td><td>Loans given</td><td>0.88</td></tr>
<tr><td>4</td><td>Interest received</td><td>16.62</td></tr>
<tr><td>5</td><td>Investment</td><td>359.28</td></tr>
</table>
</td><td>Rs.2602.91 (Amount in Lakhs)</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Rs. 2602.91 (Amount in Lakhs)
(April, 2025 till March, 2026)</td></tr>
</table>

S.N.	Particulars of Information	Information provided by the management
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	Not Applicable
A(4)	**Amount of the proposed transaction(s)**	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	As per Annexure-E
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, the approval is being taken as Material Related Party Transaction
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	As per Annexure-E
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	As per Annexure-E
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	As per Annexure – E
6	Financial performance of the related party for the immediately preceding financial year. (FY 2025- 26) Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis	
	Turnover	INR 4631.42 (Lakhs)
	Profit After Tax	INR 164.25 (Lakhs)
	Net worth	INR 1355.79 (Lakhs)
A(5)	**Basic details of the proposed transaction**	
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	More specifically described in Annexure – E
2	Details of each type of the proposed transaction	More specifically described in Annexure – E
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not Applicable
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction(s) are beneficial for the Company. The detailed justification is given in the initial part of the explanatory statement herein above
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	The Company itself holds 53.8% equity capital of FFL.

<table>
<tr><th>S.N.</th><th>Particulars of Information</th><th colspan="3">Information provided by the management</th></tr>
<tr><td rowspan="5"></td><td rowspan="5">a. Name of Director/KMP
b. Shareholding of Director/ KMP, whether direct or indirect, the related party</td><td colspan="3">None of the Directors, Key managerial personnel and/ or their relatives except Mr. Jinen Ghelani and Mr. Hiren Ghelani and/or their relatives is/are interested or concerned, financially or otherwise in the resolution or may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the company, if any.</td></tr>
<tr><td>Name</td><td>Designation</td><td>Shareholding</td></tr>
<tr><td>Mr. Jinen Ghelani</td><td>Managing Director</td><td>2.8%</td></tr>
<tr><td>Mr. Hiren Ghelani</td><td>Whole-time Director</td><td>21.4%</td></tr>
<tr><td>Ms. Jasmin Doshi</td><td>Company Secretary</td><td>0.2%</td></tr>
<tr><td>8</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee</td><td colspan="3">Not Applicable</td></tr>
<tr><td>9</td><td>Other information relevant for decision making</td><td colspan="3">No</td></tr>
</table>

PART-B

S.N.	Particulars of Information	Information provided by the management
B(1)	**Sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	To enter into Sale, Purchase, Supply of Goods or Services
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2	Basis of determination of price.	All transactions to be entered into are at arm's length and in ordinary course of business as per the normal industry practice and norms
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of trade advance	Not Applicable
	b. Tenure	Not Applicable
	c. Whether same is self-liquidating?	Not Applicable
B(2)	**Transactions relating to Loans and Advances or Inter Corporate Deposits given**	Loans and Advances by the Company to FFL
1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.	Business operation and fund-raising program of the Company
2	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	No such financial indebtedness is incurred by the Company.

S.N.	Particulars of Information	Information provided by the management
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	The rate of interest is linked to the BRLLR and the BRLLR is further linked to the RBI Repo Rate and therefore keeps changing as per change in Base Rates.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate shall not be lower than prevailing market rate at the time of giving of loan
5	Maturity / due date	1 Year or such period as the Board of the Company and borrowing entity decide mutually
6	Repayment schedule & terms	As per each contract of loan
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The financial assistance would be utilized by the borrowing entity(ies) for its principal business purposes including expansion, working capital requirements and other business needs only.
B(3)	**Transactions relating to Investment made by the Company or its Subsidiary**	Investment by the Company into equity shares / preference shares / debentures etc. into FFL
1	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.	Business operation and fund-raising program of the Company
2	Where any financial indebtedness is incurred to make investment, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	No such financial indebtedness is incurred by the Company
	a. Nature of indebtedness	Not Applicable
	b. Total cost of borrowing	Not Applicable
	c. Tenure	Not Applicable
	d. Other details	Not Applicable
3	The purpose for which the funds will be utilized by the investee Company	The financial assistance would be utilized by the borrowing entity(ies) for its principal business purposes including expansion, working capital requirements and other business needs only.
4	Material terms of the proposed transaction	NA
B(4)	**Transactions relating to Guarantee, Security, Surety, Indemnity of Comfert Letter given by the Company or its Subsidiary**	Transactions relating to Guarantee, Security, Surety, Indemnity of Comfert Letter given by the Company for the loan of FFL
1	(a) Rational for giving guarantee, security, surety, indemnity or comfort letter.	The Company may be required to provide corporate guarantee, security, surety etc. to the lender for the loan etc. of FFL for its smooth borrowing program for the business purpose.

S.N.	Particulars of Information	Information provided by the management
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2	Material Covenant of the proposed transaction including: i) Commission, if any to be received by the listed ii) Contractual provision on how the listed entity or its subsidiary will recover the monies in case such guarantee, security, surety etc. is invoked	Material covenant including commission, provision for recovery shall be determined through each contract of corporate guarantee, surety, indemnity, comfort letter etc. between the company and FFL.
3	The value of the obligation undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provision required to be made in the books of accounts of the listed entity or any of its subsidiary shall also be specified	The Company had provided corporate guarantee of Rs. 2.50 Cr.
B(5)	**Transactions relating to borrowing by the listed entity or its subsidiary**	Not applicable as the Company does not propose to borrow from FFL
B(6)	**Transactions relating to sale, lease, or disposal of assets of subsidiary or of unit, division, undertaking, of the listed entity or disposal of shares of subsidiary of associate**	Not applicable as the Company does not propose to such transactions with FFL
B(7)	**Transactions relating to payment of royalty**	Not applicable as the Company does not propose to such transactions with FFL

PART C

S.N.	Particulars of Information	Information provided by the management
C(1)	Disclosure of transactions relating to any loans and advances, inter corporate deposits given by the listed entity or its subsidiary	Disclosure of transactions relating to any loans and advances, inter corporate deposits etc. given by the Company to FFL
1	Latest Credit Rating of the Related Party	Not Applicable
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	No such default is made
	In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

S.N.	Particulars of Information	Information provided by the management
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	No
	FY 20xx-20xx	Not Applicable
	FY 20xx-20xx	Not Applicable
	FY 20xx-20xx	Not Applicable
C(2)	**Transactions relating to any investment made by the listed entity or its subsidiary**	Investment by the Company into equity shares / preference shares / debentures etc. into FFL
1	Latest Credit Rating of the related party	NA
2	Whether any regulatory approval is required, if yes, whether the same has been obtained	NA
C(3)	**Transactions relating to any guarantee, security, contractual commitment, surety, indemnity, or comfort letter etc. by the listed entity or its subsidiary**	The Company had provided and may provide in future corporate guarantee, security, surety, comfort letter etc. to the lender for the loan etc. of FFL for its smooth borrowing program for the business purpose.
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	NA
2	Details of solvency status and going concern status of the related party during the last three financial Years	
	FY 2025-26	Going concern
	FY 2024-25	Going concern
	FY 2023-24	Going concern
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The Company had provided corporate guarantee of Rs. 2.50 Cr.
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. **In addition, state the following:**	No such default is made
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No

S.N.	Particulars of Information	Information provided by the management
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	
	FY 2025-26	NA
	FY 2024-25	NA
	FY 2023-24	NA
C(4)	**Transactions relating to borrowing by the listed entity or its subsidiary.**	Not applicable as the Company does not propose to borrow from FFL
C(5)	**Transactions relating to sale, lease, or disposal of assets of subsidiary or of unit, division, undertaking, of the listed entity or disposal of shares of subsidiary of associate.**	Not applicable as the Company does not propose to such transactions with FFL
C(6)	**Transactions relating to payment of royalty**	Not applicable as the Company does not propose to such transactions with FFL

ANNEXURE-B

(Transaction with Florens Fresh Supply Solutions Private Limited)

Pursuant to the SEBI Circular dated June 26, 2025, the Minimum Information relating to the proposed related party transaction(s) is provided herewith:

PART-A

<table>
<tr><th>S.N.</th><th colspan="3">Particulars of Information</th><th>Information provided by the management</th></tr>
<tr><td>A(1)</td><td colspan="3">Basic details of the related party</td><td></td></tr>
<tr><td>1.</td><td colspan="3">Name of the related party</td><td>Florens Fresh Supply Solutions Private Limited</td></tr>
<tr><td>2.</td><td colspan="3">Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3.</td><td colspan="3">Nature of business of the related party</td><td>Trading and e-commerce of fruits, vegetables, food products, and agri-supply chain solutions.</td></tr>
<tr><td>A(2)</td><td colspan="3">Relationship and ownership of the related party</td><td></td></tr>
<tr><td>1.</td><td colspan="3">Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following:</td><td>Florens Fresh Supply Solutions Private Limited is an associate of the company</td></tr>
<tr><td></td><td colspan="3">(C) Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>The company holds 43.81% shares of the FFSSPL</td></tr>
<tr><td></td><td colspan="3">(D) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Not Applicable</td></tr>
<tr><td></td><td colspan="3">(C) Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).
Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td><td>Not Applicable</td></tr>
<tr><td>A(3)</td><td colspan="3">Details of previous transactions with the related Party</td><td></td></tr>
<tr><td rowspan="5">1</td><td colspan="3">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year 2025-26.
Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td rowspan="5">Rs.1140.12 (amt. in Lakhs)</td></tr>
<tr><td>S.N.</td><td>Nature of Transactions</td><td>FY 2025-26 (in lakhs)</td></tr>
<tr><td>1.</td><td>Interest received</td><td>14.67</td></tr>
<tr><td>2</td><td>Sale of goods</td><td>1099.01</td></tr>
<tr><td>3</td><td>Loans and advances given</td><td>26.44</td></tr>
<tr><td>2</td><td colspan="3">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Rs. 1140.12 (Amt. in Lakhs) (April, 2025 till March, 2026)</td></tr>
<tr><td>3</td><td colspan="3">Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.</td><td>Not Applicable</td></tr>
</table>

S.N.	Particulars of Information	Information provided by the management
A(4)	**Amount of the proposed transaction(s)**	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	As per Annexure-E
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, the approval is being taken as Material Related Party Transaction
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	As per Annexure-E
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	As per Annexure-E
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	As per Annexure – E
6	Financial performance of the related party for the immediately preceding financial year. (FY 2025- 26) Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis	
	Turnover	INR 3635.72 (Lakhs)
	Profit After Tax	INR 66.54 (Lakhs)
	Net worth	INR 145.38 (Lakhs)
A(5)	**Basic details of the proposed transaction**	
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	More specifically described in Annexure – E
2	Details of each type of the proposed transaction	More specifically described in Annexure – E
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not Applicable
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction(s) are beneficial for the Company. The detailed justification is given in the initial part of the explanatory statement herein above
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. c. Name of Director/KMP d. Shareholding of Director/ KMP, whether direct or indirect, the related party	The Company itself holds 43.81% equity capital of FFSSPL. None of the Directors, Key managerial personnel and/ or their relatives except Mr. Hiren Ghelani and/or their relatives is/are interested or concerned, financially or otherwise in the resolution or may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the company, if any.

S.N.	Particulars of Information	Information provided by the management		
		Name	**Designation**	**Shareholding**
		Mr. Hiren Ghelani	Whole-time Director	27.87
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not Applicable		
9	Other information relevant for decision making	No		

PART-B

S.N.	Particulars of Information	Information provided by the management
B(1)	**Sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	To enter into Sale, Purchase, Supply of Goods or Services
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2	Basis of determination of price.	All transactions to be entered into are at arm's length and in ordinary course of business as per the normal industry practice and norms
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	d. Amount of trade advance	Not Applicable
	e. Tenure	Not Applicable
	f. Whether same is self-liquidating?	Not Applicable
B(2)	**Transactions relating to Loans and Advances or Inter Corporate Deposits given**	Loans and Advances by the Company to FFSSPL
1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.	Business operation and fund-raising program of the Company
2	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	No such financial indebtedness is incurred by the Company.
	e. Nature of indebtedness	
	f. Total cost of borrowing	
	g. Tenure	
	h. Other details	
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	The rate of interest is linked to the BRLLR and the BRLLR is further linked to the RBI Repo Rate and therefore keeps changing as per change in Base Rates.

S.N.	Particulars of Information	Information provided by the management
	(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate shall not be lower than prevailing market rate at the time of giving of loan
5	Maturity / due date	1 Year or such period as the Board of the Company and borrowing entity decide mutually
6	Repayment schedule & terms	As per each contract of loan
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The financial assistance would be utilized by the borrowing entity(ies) for its principal business purposes including expansion, working capital requirements and other business needs only.
B(3)	**Transactions relating to Investment made by the Company or its Subsidiary**	Investment by the Company into equity shares / preference shares / debentures etc. into FFSSPL
1	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Business operation and fund-raising program of the Company
2	Where any financial indebtedness is incurred to make investment, specify the following: Note: This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies.	No such financial indebtedness is incurred by the Company
	e. Nature of indebtedness	Not Applicable
	f. Total cost of borrowing	Not Applicable
	g. Tenure	Not Applicable
	h. Other details	Not Applicable
3	The purpose for which the funds will be utilized by the investee Company	The financial assistance would be utilized by the borrowing entity(ies) for its principal business purposes including expansion, working capital requirements and other business needs only.
4	Material terms of the proposed transaction	NA
B(4)	**Transactions relating to Guarantee, Security, Surety, Indemnity of Comfert Letter given by the Company or its Subsidiary**	Transactions relating to Guarantee, Security, Surety, Indemnity of Comfert Letter given by the Company for the loan of FFSSPL
1	(a) Rational for giving guarantee, security, surety, indemnity or comfort letter.	The Company may be required to provide corporate guarantee, security, surety etc. to the lender for the loan etc. of FFSSPL for its smooth borrowing program for the business purpose.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2	Material Covenant of the proposed transaction including: iii) Commission, if any to be received by the listed entity or its subsidiary	Material covenant including commission, provision for recovery shall be determined through each contract of corporate guarantee, surety, indemnity, comfort letter etc. between the company and FFSSPL

S.N.	Particulars of Information	Information provided by the management
	iv) Contractual provision on how the listed entity or its subsidiary will recover the monies in case such guarantee, security, surety etc. is invoked	
3	The value of the obligation undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provision required to be made in the books of accounts of the listed entity or any of its subsidiary shall also be specified	Not applicable
B(5)	**Transactions relating to borrowing by the listed entity or its subsidiary**	Not applicable as the Company does not propose to borrow from FFSSPL
B(6)	**Transactions relating to sale, lease, or disposal of assets of subsidiary or of unit, division, undertaking, of the listed entity or disposal of shares of subsidiary of associate**	Not applicable as the Company does not propose to such transactions with FFSSPL
B(7)	**Transactions relating to payment of royalty**	Not applicable as the Company does not propose to such transactions with FFSSPL

PART C

S.N.	Particulars of Information	Information provided by the management
C(1)	Disclosure of transactions relating to any loans and advances, inter corporate deposits given by the listed entity or its subsidiary	Disclosure of transactions relating to any loans and advances, inter corporate deposits etc. given by the Company to FFSSPL
1	Latest Credit Rating of the Related Party	Not Applicable
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	No such default is made
	In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	
	FY 20xx-20xx	Not Applicable
	FY 20xx-20xx	Not Applicable
	FY 20xx-20xx	Not Applicable

S.N.	Particulars of Information	Information provided by the management
C(2)	**Transactions relating to any investment made by the listed entity or its subsidiary**	Investment by the Company into equity shares / preference shares / debentures etc. into FFSSPL
1	Latest Credit Rating of the related party	NA
2	Whether any regulatory approval is required, if yes, whether the same has been obtained	NA
C(3)	**Transactions relating to any guarantee, security, contractual commitment, surety, indemnity, or comfort letter etc. by the listed entity or its subsidiary**	The Company may provide in future corporate guarantee, security, surety, comfort letter etc. to the lender for the loan etc. of FFSSPL for its smooth borrowing program for the business purposes.
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	NA
2	Details of solvency status and going concern status of the related party during the last three financial Years	
	FY 2025-26	Going concern
	FY 2024-25	Going concern
	FY 2023-24	Going concern
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not applicable
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. **In addition, state the following:**	No such default is made
	e) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	f) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
	g) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
	h) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

S.N.	Particulars of Information	Information provided by the management
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	
	FY 2025-26	NA
	FY 2024-25	NA
	FY 2023-24	NA
C(4)	**Transactions relating to borrowing by the listed entity or its subsidiary.**	Not applicable as the Company does not propose to borrow from FFSSPL
C(5)	**Transactions relating to sale, lease, or disposal of assets of subsidiary or of unit, division, undertaking, of the listed entity or disposal of shares of subsidiary of associate.**	Not applicable as the Company does not propose to such transactions with FFSSPL
C(6)	**Transactions relating to payment of royalty**	Not applicable as the Company does not propose to such transactions with FFSSPL

ANNEXURE-C

(Transaction with Mr. Jinen Ghelani, (DIN:01872929) Managing Director & his relatives)

Pursuant to the SEBI Circular dated June 26, 2025, the Minimum Information relating to the proposed related party transaction(s) is provided herewith:

PART-A

<table>
<tr><th>S.N.</th><th colspan="3">Particulars of Information</th><th>Information provided by the management</th></tr>
<tr><td>A(1)</td><td colspan="3">Basic details of the related party</td><td></td></tr>
<tr><td>1.</td><td colspan="3">Name of the related party</td><td>Mr. Jinen Ghelani & his relatives as defined under the Companies Act, 2013</td></tr>
<tr><td>2.</td><td colspan="3">Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3.</td><td colspan="3">Nature of business of the related party</td><td>Mr. Jinen Ghelani is into the business of Integrated agri-supply chain services and trading of perishable food products, primarily fruits and vegetables.</td></tr>
<tr><td>A(2)</td><td colspan="3">Relationship and ownership of the related party</td><td></td></tr>
<tr><td>1.</td><td colspan="3">Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following:</td><td>Mr. Jinen Ghelani is managing Director and CFO of the Company also the promoter of the company. Mr. Jinen Ghelani individually holds 5.79% and collectively with other promoters and promoter's group holds 50.75% shareholding of the Company.</td></tr>
<tr><td></td><td colspan="3">(E) Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>Not Applicable</td></tr>
<tr><td></td><td colspan="3">(F) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Not Applicable</td></tr>
<tr><td></td><td colspan="3">(C) Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).
Explanation : Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td><td>Mr. Jinen Ghelani, individually holds 5.79% and collectively with other promoters and promoter's group holds 50.75% shareholding of the Company.</td></tr>
<tr><td>A(3)</td><td colspan="3">Details of previous transactions with the related Party</td><td></td></tr>
<tr><td rowspan="3">1</td><td colspan="3">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year 2025-26.
Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td rowspan="3">No transaction entered into except payment of remuneration of INR 19.20 Lakhs during FY2025-26 as Managing Director of the Company and retail Sale of Rs. 1.57 Lakhs</td></tr>
<tr><td>S.N.</td><td>Nature of Transactions</td><td>FY 2025-26 (in lakhs)</td></tr>
<tr><td colspan="3">Not applicable</td></tr>
<tr><td>2</td><td colspan="3">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Rs. 20.77 (Amount in Lakhs)
(April, 2025 till March, 2026)</td></tr>
<tr><td>3</td><td colspan="3">Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.</td><td>Not Applicable</td></tr>
</table>

S.N.	Particulars of Information	Information provided by the management
A(4)	**Amount of the proposed transaction(s)**	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	As per Annexure-E
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, the approval is being taken as Material Related Party Transaction
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	As per Annexure-E
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	As per Annexure-E
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	As per Annexure – E
6	Financial performance of the related party for the immediately preceding financial year. (FY 2025- 26) Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis	Not Applicable
	Turnover	NA
	Profit After Tax	NA
	Net worth	NA
A(5)	**Basic details of the proposed transaction**	
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	More specifically described in Annexure – E
2	Details of each type of the proposed transaction	More specifically described in Annexure – E
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not Applicable
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction(s) are beneficial for the Company. The detailed justification is given in the initial part of the explanatory statement herein above
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Mr. Jinen Ghelani together with his relatives is/are interested in the proposed transactions. Mr Jinen Ghelani individually holds 5.79% and collectively with other promoters and promoter's group holds 50.75% shareholding of the Company
	e. Name of Director/KMP	

S.N.	Particulars of Information	Information provided by the management
	f. Shareholding of Director/ KMP, whether direct or indirect, the related party	
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not Applicable
9	Other information relevant for decision making	No

PART-B

S.N.	Particulars of Information	Information provided by the management
B(1)	**Sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	To obtain services in the nature ofpersonal guarantee for the borrowing of the Company
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not applicable
2.	Basis of determination of price	All transactions to be entered into are at arm's length and in ordinary course of business as per the normal industry practice and norms.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not applicable
	a. Amount of Trade advance	Not applicable
	b. Tenure	Not applicable
	c. Whether same is self -liquidating?	Not applicable
B(2)	**Transactions relating to Loans and Advances or Inter Corporate Deposits given**	Not Applicable as no such transactions are proposed to be entered into.
B(3)	**Transactions relating to Investment made by the Company or its Subsidiary**	Not Applicable as no such transactions are proposed to be entered into.
B(4)	**Transactions relating to Guarantee, Security, Surety, Indemnity of Comfert Letter given by the Company or its Subsidiary**	To give personal guarantee, security, surety, Indemnity of comfort letter for the borrowing of the company
B(5)	**Transactions relating to borrowing by the listed entity or its subsidiary**	Not Applicable as no such transactions are proposed to be entered into
B(6)	**Transactions relating to sale, lease, or disposal of assets of subsidiary or of unit, division, undertaking, of the listed entity or disposal of shares of subsidiary of associate**	Not Applicable as no such transactions are proposed to be entered into
B(7)	**Transactions relating to payment of royalty**	Not Applicable as no such transactions are proposed to be entered into

PART C

S.N.	Particulars of Information	Information provided by the management
C(1)	**Disclosure of transactions relating to any loans and advances, inter corporate deposits given by the listed entity or its subsidiary**	Not Applicable as no such transactions are proposed to be entered into
C(2)	**Transactions relating to any investment made by the listed entity or its subsidiary**	Not Applicable as no such transactions are proposed to be entered into
C(3)	**Transactions relating to any guarantee, security, contractual commitment, surety, indemnity, or comfort letter etc. by the listed entity or its subsidiary**	Not Applicable as no such transactions are proposed to be entered into

S.N.	Particulars of Information	Information provided by the management
C(4)	**Transactions relating to borrowing by the listed entity or its subsidiary.**	Not Applicable as no such transactions are proposed to be entered into
C(5)	**Transactions relating to sale, lease, or disposal of assets of subsidiary or of unit, division, undertaking, of the listed entity or disposal of shares of subsidiary of associate.**	Not Applicable as no such transactions are proposed to be entered into
C(6)	**Transactions relating to payment of royalty**	Not Applicable as no such transactions are proposed to be entered into

ANNEXURE-D

(Transaction with Mr. Hiren Ghelani, (DIN:02212587) Whole-time Director & his relatives)

Pursuant to the SEBI Circular dated June 26, 2025, the Minimum Information relating to the proposed related party transaction(s) is provided herewith:

PART-A

S.N.	Particulars of Information	Information provided by the management
A(1)	**Basic details of the related party**	
1.	Name of the related party	Mr. Hiren Ghelani & his relatives as defined under the Companies Act, 2013
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Mr. Hiiren Ghelani is into the business of Integrated agri-supply chain services and trading of perishable food products, primarily fruits and vegetables.
A(2)	**Relationship and ownership of the related party**	
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following:	Mr. Hiren Ghelani is Whole-time Director of the Company also the promoter of the company. Mr. Hiren Ghelani individually holds 30.82% and collectively with other promoters and promoter's group holds 50.75% shareholding of the Company.
	(G) Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not Applicable
	(H) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	(C) Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Mr. Hiren Ghelani, individually holds 30.82% and collectively with other promoters and promoter's group holds 50.75% shareholding of the Company.
A(3)	**Details of previous transactions with the related Party**	
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year 2025-26. Explanation: Details need to be disclosed separately for listed entity and its subsidiary. **S.N.** | **Nature of Transactions** | **FY 2025-26 (in lakhs)** Not applicable	No transaction entered into except payment of remuneration of INR 36.02 Lakhs during FY2025-26 Sale of Rs. 0.18 Lakhs and Rent Expense of Rs. 4.56 Lakhs Total Amounting to Rs. 40.76 Lakhs
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 40.76 (Amount in Lakhs) (April, 2025 till March, 2026)
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	Not Applicable

S.N.	Particulars of Information	Information provided by the management
A(4)	**Amount of the proposed transaction(s)**	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	As per Annexure-E
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, the approval is being taken as Material Related Party Transaction
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	As per Annexure-E
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	As per Annexure-E
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	As per Annexure – E
6	Financial performance of the related party for the immediately preceding financial year. (FY 2025- 26) Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis	Not Applicable
	Turnover	NA
	Profit After Tax	NA
	Net worth	NA
A(5)	**Basic details of the proposed transaction**	More specifically described in Annexure – E
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	
2	Details of each type of the proposed transaction	More specifically described in Annexure – E
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27
4 5	Whether omnibus approval is being sought? Value of the proposed transaction during a financial year If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Yes Not Applicable
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction(s) are beneficial for the Company. The detailed justification is given in the initial part of the explanatory statement herein above
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Mr. Hiren Ghelani together with his relatives is/are interested in the proposed transactions. Mr Hiren Ghelani individually holds 30.82% and collectively with other promoters and promoter's group holds 50.75% shareholding of the Company
	g. Name of Director/KMP	

S.N.	Particulars of Information	Information provided by the management
	h. Shareholding of Director/ KMP, whether direct or indirect, the related party	
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not Applicable
9	Other information relevant for decision making	No

PART-B

S.N.	Particulars of Information	Information provided by the management
B(1)	**Sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	To obtain services in the nature of personal guarantee for the borrowing of the Company
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2	Basis of determination of price.	All transactions to be entered into are at arm's length and in ordinary course of business as per the normal industry practice and norms
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of trade advance	Not Applicable
	b. Tenure	Not Applicable
	c. Whether same is self-liquidating?	Not Applicable
B(2)	**Transactions relating to Loans and Advances or Inter Corporate Deposits given**	Not Applicable as no such transactions are proposed to be entered into.
B(3)	**Transactions relating to Investment made by the Company or its Subsidiary**	Not Applicable as no such transactions are proposed to be entered into.
B(4)	**Transactions relating to Guarantee, Security, Surety, Indemnity of Comfert Letter given by the Company or its Subsidiary**	Not Applicable as no such transactions are proposed to be entered into.
B(5)	**Transactions relating to borrowing by the listed entity or its subsidiary**	Not Applicable as no such transactions are proposed to be entered into
B(6)	**Transactions relating to sale, lease, or disposal of assets of subsidiary or of unit, division, undertaking, of the listed entity or disposal of shares of subsidiary of associate**	Not Applicable as no such transactions are proposed to be entered into
B(7)	**Transactions relating to payment of royalty**	Not Applicable as no such transactions are proposed to be entered into

PART C

S.N.	Particulars of Information	Information provided by the management
C(1)	**Disclosure of transactions relating to any loans and advances, inter corporate deposits given by the listed entity or its subsidiary**	Not Applicable as no such transactions are proposed to be entered into
C(2)	**Transactions relating to any investment made by the listed entity or its subsidiary**	Not Applicable as no such transactions are proposed to be entered into
C(3)	**Transactions relating to any guarantee, security, contractual commitment, surety, indemnity, or comfort letter etc. by the listed entity or its subsidiaryinto**	Not Applicable as no such transactions are proposed to be entered

S.N.	Particulars of Information	Information provided by the management
C(4)	**Transactions relating to borrowing by the listed entity or its subsidiary.**	Not Applicable as no such transactions are proposed to be entered into
C(5)	**Transactions relating to sale, lease, or disposal of assets of subsidiary or of unit, division, undertaking, of the listed entity or disposal of shares of subsidiary of associate.**	Not Applicable as no such transactions are proposed to be entered into
C(6)	**Transactions relating to payment of royalty**	Not Applicable as no such transactions are proposed to be entered into

ANNEXURE-E

Particulars		Name of the Related Party									(Amt. in Crores)
		FFL			FFSSPL			Jinen Ghelani		Hiren Ghelani	
Nature of Relationship		Subsidiary Company			Associate Concern			Managing Director & Promoter Group		Whole-time Director & Promoter Group	
Details of each type of proposed transactions and proposed value		Amt	% of CT	% of RP	Amt	% of CT	% of RP	Amt	% of CT	Amt	% of CT
1	To purchase the goods	42	15.33	90.69	33	12.04	90.76	-	-	-	-
2	To sale the goods	42	15.33	90.69	42	15.33	115.51	-	-	-	-
3	To give loan	10	3.65	21.59	10	3.65	27.50	-	-	-	-
4	To give advances	2	0.73	4.32	2	0.73	5.50	-	-	-	-
5	To give guarantee	25	9.12	53.98	15	5.47	41.25	-	-	-	-
6	To give personal guarantee for the loan of the Company	-	-	-	-	-	-	240	87.60	240	87.60
7	To make an Investment	6	2.19	12.96	6	2.19	16.50	-	-	-	-
8	To receive Interest	0.6	0.22	12.96	0.6	0.22	1.65	-	-	-	-
9	To pay Rent	-	-	-	-	-	-	-	-	0.068	0.02

1. 'Amt' denotes amount of the proposed transactions being placed for approval in the meeting of the Audit Committee and the shareholders; as required under A(4) & A(5) of RPT Industry Standards.
2. %CT denotes value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year, as required under A(4) & A(5) of RPT Industry Standards.
3. %RP denotes value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available; as required under A(4) & A(5) of RPT Industry Standards.

ITEM NO. 10:

In terms of Section 186 of the Companies Act 2013 (the "Act"), no Company can give any loan to any person or other body Corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 60% of its paid up share capital, free reserves and securities premium or 100% of its free reserves and securities premium whichever is more. Approval of the Shareholders by way of Special Resolution is necessary for lending, investing or providing guarantees or securities beyond the aforesaid limit.

With a view to regularize the position, the Company sought the approval of the Shareholders by way of a Special Resolution for enhancement of the limit under Section 186 of the Companies Act, 2013.

The Company consistently explores various opportunities for expansion of business and growth. The Company has long term strategic vision for future business expansion and growth. Hence, in order to explore various growth opportunities, acquisition proposals and achieve strategic business interests, the Company once again seeks the approval of the members pursuant to the provisions of Section 186 of the Act authorising the Board of Directors or any duly constituted committee thereof, for making investment(s), providing loan(s), or giving guarantee(s) or providing securities in connection with loans to anybody corporate(s) or person or to acquire securities of anybody corporate or invest funds of the Company in inter corporate investments, whether in India or overseas, in excess of the limits prescribed under Section 186 of the Act up to a sum of Rs. 240 Crores (Rupees Two Hundred and Forty Crores Only).

Accordingly, the Special Resolution in item No. 10 has been proposed and the Board recommends the same for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution except to the extent of their directorships and shareholding in the body corporate(s) in which investments maybe made or loans / guarantees may be given or securities may be provided pursuant to this Special Resolution.

ITEM NO. 11:

Section 180(1) (c) of the Companies Act, 2013 ("the Act"), requires that the Board shall only exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the Company exceeds aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, only with the consent of the Members by passing a special resolution.

In view of the aforesaid Proposed Transactions and given the Company's existing and future financial requirements, the Company shall require additional funds and for this purpose, the Company is desirous of raising finance from banks/ financial institutions/investors or any other lender or through issuance of convertible/non-convertible debentures or any other persons as may be considered fit, which, together with the moneys already borrowed by the Company and the monies to be borrowed (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital, free reserves and securities premium of the Company. Accordingly, the Board of Directors in its Meeting held on 15th July, 2026 had by way of their Resolution dated 15th July, 2026, approved to borrow from time to time a sum not exceeding INR 240 crores (Rupees Two Hundred and Forty crores only), on such terms and conditions as it may deem fit under Section 180(1)(c) of the Act.

It is, therefore, proposed to seek the approval of the Members to increase the borrowing limits to INR 240 crores (Rupees Two Hundred and Forty crores only), by way of a special resolution.

The above proposal is in the interest of the Company and the Board recommends the Special Resolution as set forth in Item No. 11 of the Notice for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Date : 15.07.2026
Place : Ahmedabad

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

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

Jinen Ghelani
Managing Director & CFO
(DIN: 01872929)

ANNEXURE TO THE NOTICE

Additional Information of Directors recommended for re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards on General Meeting (SS-2):

Annexure to Item No: 2 & 4

Name of Director	**GURMEET SINGH BHAMRAH**	**SANJIV SWARUP**
DIN	02527135	00132716
Date of birth / age	09.11.1971, 54 years	19.11.1958, 67 years
Qualification	Doctor of Philosophy (PHD H.C)	Chartered Accountant, Law and Commerce graduate
Expertise in Specific Functional Area and Experience	10 years	Having four decades of experience in financial services, governance, and strategic advisory Mr. Sanjiv Swarup has a strong domain knowledge in investment banking, financial services, and NBFC operations. His expertise also extends to IT strategy and digital governance, with the technical capability to chair IT Strategy Committees, particularly relevant for regulated entities. He brings a combination of regulatory insight, governance rigor, and commercial judgment t]o the Board.
Date of First Appointment on the Board	20.09.2021	15.07.2026
Brief Profile	Mr. Gurmeetsingh Bhamrah, aged 49 years, is the Non-Executive Director of the Company. He has 10 years' experience in founding numerous Sports companies in domestic and international marketplaces. He has vast experience in directing and managing the policies and operations of the companies in such way to achieve financial and Market expansion Goal.	Mr. Sanjiv Swarup is a professional with over four decades of experience in financial services, governance, and strategic advisory. He also served on the boards of several listed and unlisted entities and has extensive exposure to regulated financial institutions, including NBFCs and technology enabled finance platforms. He has also held senior executive roles including Managing Director, Whole-time Director and Chief Executive Officer, giving him strong operational understanding of financial discipline, business sustainability, and stakeholder value creation. He brings a combination of regulatory insight, governance rigor, and commercial judgment to the Board.
Terms and Conditions of appointment/reappointment	Appointment as Non-Executive Director whose term of office is liable to retire by rotation	Appointment as an Independent Director whose term of office is not liable to retire by rotation
Remuneration sought to be paid	NIL	As per the resolution at item no.4 of this Notice, read with the explanatory statement thereto.
Details of Last drawn remuneration	NIL	Not applicable
Directorship held in other Companies	1. Agora Marketing Private Limited 2. Shoolin Studios Private Limited 3. Paramvir Leasing And Finance Limited 4. Royale International Aviation Private Limited 5. Globequest Impex Llp 6. Gsh Sports Global Llp	1. Josts Engineering Company Limited 2. Bharat Wire Ropes Limited 3. Responsive Industries Limited 4. Abans Enterprises Limited 5. Team India Guaranty Limited 6. Comfort Fincap Limited 7. Abans Jewels Limited 8. Ai Next Technovations Private Limited

Name of Director	GURMEET SINGH BHAMRAH	SANJIV SWARUP
	7. Guass Green Energy Llp 8. Carambola Creations Llp	
Chairmanship held in committees of Board of Director	NIL	1. Bharat Wire Ropes Ltd. • Audit Committee 2. Josts Engineering Co. Ltd • Audit Committee 3. Responsive Industries Ltd. • Audit Committee 4. Team India Guaranty Limited (Formerly Known as Times Guaranty Limited) • Audit Committee
Membership held in Committees of Board of Director	NIL	1. Bharat Wire Ropes Limited • Stakeholder Relationship Committee-member 2. Comfort Fincap Limited • Stakeholder Relationship Committee-member • Audit Committee-Member 3. Josts Engineering Company Limited • Stakeholder Relationship Committee-member 4. Team India Guaranty Limited (formerly known as Times Guaranty Limited) • Stakeholder Relationship Committee-Member
Shareholding in the Company	2,62,500	Nil
Relationship with other Director & KMP of the Company	NIL	Mr. Sanjiv Swarup is not related with any other Director & KMP of the Company
No. of Board Meeting attended during the F.Y. 2025-26	3	Nil
Names of Listed entities in which the person holds the directorship as on 31.03. 2026 along with entities from which person has resigned in past 3 years	**Names of the Listed Entities in which person holds Directorship** 1. Prime Fresh Limited **Names of the companies from which person has resigned in past 3 years** 1. Macans Infotech Private Limited Resigned on-27.09.2023	**Names of the Listed Entities in which person holds Directorship** 1. Josts Engineering Company Limited 2. Bharat Wire Ropes Limited 3. Responsive Industries Limited 4. Abans Enterprises Limited 5. Team India Guaranty Limited 6. Comfort Fincap Limited **Names of the companies from which person has resigned in past 3 years** 1. Chatha Foods Limited - resigned w.e.f.12.02.2026 2. Highness Microelectronics Limited - resigned w.e.f. 01.07.2026 3. Tac Infosec Limited - resigned w.e.f. 07.05.2026
Skills and capabilities of Independent Director	Not Applicable	Kindly refer Explanatory Statement for Item No. 4 of this Notice.