

Dated:- June 29, 2026

To,

**Listing Department BSE
Limited**

Phiroze Jeejeebhoy Towers, Dalal
Street, Mumbai - 400 001,
Maharashtra, India

Scrip Code: 544568

Scrip ID: ZAPPFRESH

Sub:- Submission of Notice of Extraordinary General Meeting of the Members of the Company pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir

Pursuant to Regulation 30 of the SEBI Listing Regulations and other applicable provisions of the SEBI Listing Regulations, please find enclosed herewith the Notice convening the **Extra-Ordinary General Meeting ("EGM")** of **DSM Fresh Foods Limited** scheduled to be held on **Saturday, July 25, 2026** through **Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")** to transact the special business as set out in the Notice of the EGM.

The EGM Notice along with the Explanatory Statement is available on the Company's website at:

<https://www.zappfresh.com/investors>

In compliance with the relevant Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Notice of the EGM has been sent through electronic mode to all the Members of the Company whose e-mail addresses are registered with the Company or the Depositories or Registrar and Share Transfer Agent of the Company

The cut-off date for determining the eligibility of shareholders for voting in connection with the EGM has been fixed as **Saturday, July 18, 2026**. The remote e-voting period commences on **Wednesday, July 22, 2026 at 9:00 A.M. (IST)** and ends on **Friday, July 24, 2026 at 5:00 P.M. (IST)**

Kindly take the above information on record.

Thanking you.

Yours faithfully,

DSM Fresh Foods Limited

(Formerly known as DSM Fresh Foods Private Limited)

115-116, 1st Floor, Vishal Tower, District Centre,

Janakpuri, New Delhi-110058 **E-mail:** info@zappfresh.com

Web: www.zappfresh.com **CIN:** U52203DL2015PLC280514

Phone No: 011-46015469

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

Deepanshu Manchanda
Managing Director
DIN:- 07108044
Address:- 2710/7 Second Floor Street No. 7,
Chuna Mandi, Pahar Ganj, New Delhi
110055

Encl.: Notice of Extra-Ordinary General Meeting



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 1ST EXTRA-ORDINARY GENERAL MEETING ("EGM") OF THE MEMBERS OF DSM FRESH FOODS LIMITED ("THE COMPANY") FOR THE FINANCIAL YEAR 2026-27 WILL BE HELD ON SATURDAY, JULY 25, 2026 AT 03:00 P.M. (I.S.T.) THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

Notice is hereby given that the resolution set out below are proposed for approval by the Members of DSM Fresh Foods Limited ("the Company") by means of remote e-voting process ("e-voting") being provided by the Company to all its Members to cast their votes electronically, pursuant to the provisions of Section 108 and Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules") as amended from time to time, the relevant and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") from time to time, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions of the Act and the Rules, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

In compliance with the MCA Circular, the companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue and the communication of assent / dissent of the members will only take place through the remote e-voting system. This E-Voting is accordingly being initiated in compliance with the MCA Circulars. In compliance with the MCA Circulars, the Company is sending the Notice only by email to all its members who have registered their email addresses with the Company/RTA of the Company or / depository participant(s) and whose names appear in the Register of Members / List of Beneficial Owners of the Company provided by the Depositories as on Saturday, July 25, 2026 (i.e. the "Cut-off Date").

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In compliance with the requirements of the MCA Circulars, the copy of notice along with explanatory statement and other necessary papers will be sent to the shareholders on their registered email id and hence all the shareholders are required to communicate their assent or dissent through the remote e-voting system. Those who will not be able to cast their vote through remote e-voting, can cast their vote in the 1st Extra-Ordinary General Meeting of the Company of the Company for the Financial Year 2026-27 scheduled on Saturday, July 25, 2026.

In compliance with Sections 108 and 110 of the Act, read with (i) Rules 20 of the Companies (Management and Administration) Rules, 2014 as amended (ii) Applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (iii) In accordance with MCA Circulars, (iv) Secretarial Standard on General Meetings (“SS-2”) the Company is offering the facility to its Members, to exercise their right to vote on the resolution appended to this Notice, by electronic means (‘remote e-voting’) and e-voting at the Extra-Ordinary General Meeting of the Company. For this purpose, the Company has availed the services of Central Depository Services (India) Limited (“CDSL”) to provide remote e-voting facility to the Members of the Company.

Pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company at its meeting held on Friday, June 26, 2026 has appointed M/s Kanika & Associates, Practicing Company Secretary, having Membership No. A24226 and COP No. 28474 to act as a Scrutinizer to conduct the e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed as a Scrutinizer.

The Scrutinizer will submit their report to the Chairman of the Company or, in his absence, any person of the Company, duly authorized by the Board for the purpose, after completion of e-voting in a fair and transparent manner.

The remote e-voting facility shall be available from July 22, 2026 at 9:00 A.M. (I.S.T.) till July 24, 2026 5:00 P.M. (I.S.T.). Members are requested to read carefully the instructions in this Notice and record their assent (FOR) or dissent (AGAINST) through the Remote e-Voting process not later than 5:00 P.M. (IST) on Friday, July 24, 2026. Remote e-Voting will be blocked immediately thereafter and will not be allowed beyond the said date and time. The members who have not casted their vote through remote e-voting process, can cast their vote through e-voting in the Extra-Ordinary General Meeting of the Company which is scheduled on Saturday, July 25, 2026.

The Results of e-voting will be announced within two (2) working days from the close of voting period and also be hosted on the website of the Company (www.zappfresh.com) and on the website of CDSL (<https://evoting.cdslindia.com>). The Results along with the Scrutinizers Report will also be communicated to BSE Limited where the Equity Shares of the Company are listed.

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The resolution, if approved by the requisite majority, shall be deemed to have been passed on the date of declaration of results, in terms of the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

SPECIAL BUSINESS- SPECIAL RESOLUTIONS:-

TO OBTAIN APPROVAL FOR LOANS, GUARANTEE OR SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013 UP TO RS. 100 CRORES (RUPEES ONE HUNDRED CRORES)

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other approvals, permissions and sanctions as may be necessary, consent of the members of the Company be and is hereby accorded to grant any loan, including any loan represented by a book debt, and/or give any guarantee and/or provide any security in connection with any loan taken or to be taken by any entity in which any Director of the Company is interested, from time to time, in one or more tranches, on such terms and conditions as the Board may deem fit, provided that the aggregate outstanding amount of such loans, guarantees and securities shall not exceed ₹100 Crores (Rupees One Hundred Crores Only) at any point of time.

RESOLVED FURTHER THAT Mr. Deepanshu Manchanda, Managing Director of the Company, be and is hereby authorized to sign and file necessary forms and returns with the Registrar of Companies, Stock Exchanges and other regulatory authorities, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to this resolution.

For and on behalf of

DSM FRESH FOODS LIMITED

SD/-

DEEPANSHU MANCHANDA

Managing Director

DIN:- 07108044

Date 26-06-2026

NOTES:

1. The Ministry of Corporate Affairs ('MCA'), vide its General Circulars, has allowed the Companies to conduct the EGM through Video Conferencing or Other Audio-Visual Means ('VC/OAVM'). In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the EGM of the Company is being held through VC. The forthcoming Extra-Ordinary General Meeting ("EGM") of the Company will thus be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. A Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with other applicable provisions of the Act and the rules made thereunder, setting out all material facts relating to the Special Business mentioned under Item No. 1 of this Notice, is annexed hereto and forms an integral part of this Notice.
3. 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, Applicable Regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable provisions, if any, the Company is providing remote e-voting facility and e-voting facility in the Extra-Ordinary General Meeting to its Members in respect of the business proposed to be transacted at the Extra-Ordinary General Meeting ("EGM"). The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. The members attending the EGM through VC/OAVM can vote during the meeting, provided they have not availed the facility of e-voting and voted prior to the meeting.
6. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the EGM is entitled to appoint a proxy on his/her behalf to attend and vote at the EGM. Since the EGM is held through VC/OAVM pursuant to MCA Circulars, physical attendance of the members has been dispensed with and accordingly, the facility to appoint proxy will not be

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available for this EGM. Hence the proxy form, attendance slip and Route map are not annexed to this Notice.

However, in pursuance of Section 112 & Section 113 of the Companies Act, 2013, representatives of a body corporate who is a member, can attend the EGM through VC/OAVM and cast their votes through e-voting. Corporate Members intending to authorize their representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend the EGM through VC / OAVM and cast their votes through e-voting.

7. In case of joint holders, the member whose name appears as the first holder in the Register of members of the Company shall be entitled to vote at the Extra-Ordinary General Meeting.
8. The Company has appointed **M/s Kanika & Associates**, Company Secretaries as Scrutinizer (**Membership No. A24226 and COP No. 28474**). The Scrutinizer will submit the report to the Chairman of the Company, or any other person authorized by him in writing, after completion of scrutiny of E-Voting process. The results of the e-voting will be announced within the specified timeline and will be displayed on the website of the Company at www.zappfresh.com and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him and the results shall also be communicated to Bombay Stock Exchange of India Limited.
9. Notice is being sent to the Members whose names appear in the Register of Members of the Company as per latest Benpos of the Company and who have already registered their email IDs, for receipt of documents in electronic form, with their Depository Participants (“DP”) or the Company's Registrar and Share Transfer Agent –**Maashitla Securities Private Limited**. (“**RTA**” or “**MaaShitla**”). A Person who is not a member as on the Cut-off date should treat this Notice for information purpose only.
10. Members may note that pursuant to the provisions of MCA circular and SEBI Circular, the Company has enabled a process of sending Company’s EGM Notice (including remote e-voting instructions) electronically. Notice will also be available on the Company’s website at www.zappfresh.com and on the website of BSE Ltd (“BSE”) at www.bseindia.com & website of CDSL at www.cdslindia.com .

11. The voting rights of shareholders shall be in proportion to their Equity Share of the paid-up equity share capital of the Company as on **Saturday, July 18, 2026**, A person, whose name is recorded in the register of members/list of beneficial owners maintained by the Depositories as on the cut-off date (i.e., **July 18, 2026**) only shall be entitled to avail the facility of E-voting.
12. The Remote e-voting period begins at **Wednesday, 22nd July 2026 at 9:00 A.M. (IST)** and shall end on **Friday, 24th July 2026 at 5:00 P.M. (IST)**. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., **Saturday, July 18, 2026**, may cast their votes through E-voting facility. The E-voting module shall be disabled by CDSL after the conclusion of the Extra-Ordinary General Meeting scheduled to be held on Saturday, July 25, 2026.
13. In case of shares held in Electronic form, members are requested to notify any change in address, e-mail id, bank details, etc. to the concerned Depository Participant, quoting their ID No. and in case of shares held in physical form, members are requested to intimate such change to the Registrar and Transfer Agent, Viz. **Maashitla Securities Private Limited. (“RTA” or “MaaShitla”)**.
14. The Register of Members and the Share Transfer Books of the Company shall remain closed from 19.07.2026 to 23.07.2026 (both inclusive).
15. The documents referred to in the notice and explanatory statement, will be available for inspection electronically by the members during the Meeting through VC/OAVM. Members seeking to inspect such documents are requested to send an email to the Company at compliance@zappfresh.com .
16. In compliance with provisions of Section 108 and Section 110 of the Act read with rules made thereunder, Applicable Regulation of the Listing Regulations, as amended, and MCA Circulars, the shareholders are provided with the facility to cast their vote electronically, through the e-Voting facility on all the resolutions set forth in this Notice. The facility of casting votes will be provided by CDSL.
17. As required by **Rule 20 of the Companies (Management and Administration) Rules, 2014**, details of Notice sent through emails to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in district where the registered office of the Company situated.

18. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING AT THE MEETING ARE AS UNDER:

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

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

- (i) The voting period begins on **9.00 A.M. (IST) on Wednesday, July 22, 2026, and ends on 5.00 P.M. (IST) on Friday, July 24, 2026.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Saturday, July 18, 2026 ("Cut-off date")** may cast their vote electronically. The e-voting module shall be disabled by CDSL after conclusion of Extra-Ordinary General Meeting of Shareholders of the Company.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the Extra-Ordinary General Meeting.
- (iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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.</p> <p>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 & My Easi New (Token) Tab and then click on registration option.</p> <p>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-</p>

	<p>Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com /either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service</p>

	provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

<u>Login type</u>	<u>Helpdesk details</u>
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.

3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi.) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant < DSM Fresh Foods Limited > on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz compliance@zappfresh.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance, at least 7 days prior to meeting, mentioning their name, demat account number/folio number, email id, mobile number at compliance@zappfresh.com . The shareholders who do not wish to speak during the EGM but have queries may send their queries 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Compliance@zappfresh.com . These queries will be replied to by the company suitably by email. The Company reserves the right to restrict the number

DSM Fresh Foods Limited

(Formerly known as DSM Fresh Foods Private Limited)
115-116, 1st Floor, Vishal Tower, District Centre,
Janakpuri, New Delhi-110058 E-mail: info@zappfresh.com
Web: www.zappfresh.com CIN: U52203DL2015PLC280514
Phone No: 011-46015469

of questions and speakers depending on the availability of time for the EGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id at compliance@zappfresh.com.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

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

ITEM NO. 1

APPROVAL FOR GRANTING LOANS, PROVIDING GUARANTEES AND SECURITIES UNDER SECTION 185 OF THE COMPANIES ACT, 2013 UP TO AN AGGREGATE LIMIT OF ₹100 CRORES

The Members are informed that pursuant to the provisions of Section 185 of the Companies Act, 2013 ("the Act"), a company is prohibited from directly or indirectly advancing any loan (including any loan represented by a book debt), giving any guarantee or providing any security in connection with any loan to any person or other entity in whom any of the Directors of the Company is interested, except in accordance with the provisions contained therein.

Section 185(2) of the Act permits a company to provide loans, guarantees or securities to any person in whom any of the directors of the company is interested, subject to the prior approval of the members by way of a Special Resolution and subject to such other conditions as prescribed under the Act.

The Company presently has two subsidiary companies and may, from time to time, incorporate or acquire additional subsidiaries, associate companies, joint venture companies or other entities in which the Directors of the Company may be deemed to be interested within the meaning of Section 185 of the Act. In order to facilitate the funding requirements, business expansion, working capital requirements, capital expenditure, acquisition of assets, refinancing of existing borrowings and other legitimate business purposes of such entities, it may become necessary for the Company to provide financial assistance by way of loans, guarantees and/or securities.

Accordingly, as an enabling approval, the Board seeks the consent of the Members to authorise the Company to grant loans, provide guarantees and/or create security in connection with loans availed by such entities, from time to time, up to an aggregate outstanding limit not exceeding Rs. 100,00,00,000 (Rupees One Hundred Crores Only), notwithstanding that such entities may fall within the category of persons or entities covered under Section 185(2) of the Act.

The proposed approval is intended to provide operational flexibility to the Company and shall enable the Board of Directors to respond promptly to funding requirements of eligible entities without seeking separate shareholders' approval for each individual transaction, provided that each transaction shall be undertaken in compliance with the applicable provisions of the Companies Act, 2013 and other applicable laws.

The Board confirms that:

- the loans, guarantees and/or securities shall be provided only where the Board considers such assistance to be in the commercial interest of the Company;
- the aggregate amount of all such loans, guarantees and securities outstanding at any point of time shall not exceed ₹100 Crores;
- each transaction shall be on such terms and conditions as may be determined by the Board of Directors or any Committee thereof, including the rate of interest, tenure, security, repayment schedule and other commercial terms, wherever applicable;
- the borrowing entity shall utilise the amount of the loan only for its principal business activities, in accordance with the requirements of Section 185 of the Act, and not for any other purpose;
- where applicable, the Company shall also comply with the provisions of Section 186 of the Companies Act, 2013 and all other applicable statutory provisions, rules, regulations and approvals.

The Board is of the opinion that the proposed financial assistance would facilitate the growth and operational requirements of the recipient entities, strengthen the Company's business ecosystem, create long-term strategic value and ultimately be beneficial to the Company and its shareholders.

The Board of Directors accordingly recommends the passing of the Special Resolution set out at Item No. 1 of the accompanying Notice.

Except Mr. Deepanshu Manchanda and Ms. Priya Aggarwal, who are Directors in the Subsidiaries and/or shareholders of one of the Subsidiaries, none of the Directors, Key Managerial Personnel of the Company, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their respective directorship(s), shareholding(s), or other interest, if any, in the Subsidiaries or any other entity in respect of which loans, guarantees, securities or investments may be made pursuant to the authority sought under this Resolution and in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder.

**By order of the Board of Directors
For DSM Fresh Foods Limited**

SD/-

**Deepanshu Manchanda
Managing Director
DIN: 07108044**

**Date: 26/06/2026
Place: New Delhi**

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