



PRIME FRESH LIMITED

Date: 28.03.2024

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Dear Sir / Madam,

Sub: Postal Ballot Notice
Ref: Company Code: BSE: 540404

In furtherance of our intimation dated 14th March, 2024 and in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed herewith the copy of the Notice of Postal Ballot.

The Postal Ballot notice is sent to all the members, whose names appeared on the Register of Members or in the list of beneficial owners on Friday, 15th March, 2024.

This is for your information and record.

Thanking you,

Yours faithfully,

For Prime Fresh Limited

JASMIN

JAYKUMAR

DOSHI

Jasmin Doshi

Company Secretary

Place: Ahmedabad

Digitally signed by JASMIN
JAYKUMAR DOSHI
DN: c=IN, o=Personal,
postalCode=380015, st=Gujarat,
serialNumber=F8082216B7513D7
2E4F42BADF67D11281992E46912
68292F0CF4480259F5A5CA,
cn=JASMIN JAYKUMAR DOSHI
Date: 2024.03.28 15:21:58 +05'30'





PRIME FRESH LIMITED

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of Companies Act, 2013 read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) read with General Circular No. 09/2023 dated 25th September 2023 and other relevant Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ('MCA Circulars'), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), that the resolutions appended below are proposed to be passed by the Members of Prime Fresh Limited ("the Company") through Postal Ballot only through Remote-e voting.

The explanatory statement as required under section 102 of the Companies Act, 2013 pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto for your consideration and approval.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting facility. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the CA 2013 read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolutions through remote e-voting facility only. Assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Board of Directors of the Company at their meeting held on 14th March, 2024, appointed M/s. Umesh Ved & Associates, Practicing Company Secretaries (CP No. 2924), as the Scrutinizer for conducting the postal ballot process only through e-voting process in fair and transparent manner.

Members are requested to read the instructions in the notes under section “Voting through Electronic Means” for recording your assent or dissent and cast vote not later than 5:00 p.m. on 29.04.2024. E-voting will be blocked by the National Depository Services Limited (“NDSL”) and E-voting shall not be allowed beyond the said date and time. The assent and dissent received after such a date and time shall be treated as if reply from the member has not been received.

The Scrutinizer will submit their report to the Chairman of the Company after the completion of the scrutiny of the postal ballots. The results shall be declared on or before 01.05.2024 at the Registered Office of the Company and will be communicated to the Stock Exchange (Where the shares of the Company are listed), and will also be displayed on the Company’s website: <https://primefreshlimited.com>

The resolution shall be deemed to have been passed on the last date of casting vote electronically (i.e. 29/04/2024), if approved by the Non-promoter Members with special majority i.e. vote cast in favour are two times of vote cast against.

Members are requested to consider and approve following business by way of **Postal Ballot** through **E-Voting**.

SPECIAL BUSINESS:

ITEM NO. 1

MIGRATION OF TRADING OF COMPANY'S EQUITY SHARES FROM SME PLATFORM OF BSE LIMITED TO THE MAIN BOARD OF BSE LIMITED & NATIONAL STOCK EXCHANGE OF INDIA LIMITED

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 Regulation 277 and other relevant provisions, laid down in Part VIII of Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 (“ICDR Regulations”) (as amended from time to time) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the Members of the Company be and is hereby accorded for the purpose of migration of the Company’s present listing of equity shares from SME platform of BSE Limited to Main Board of BSE Limited & National Stock

Exchange of India Limited as and when the Company is eligible for the same and to follow such procedures as specified by SEBI (ICDR) Regulations and other applicable regulations notified by SEBI/regulatory authorities as amended from time to time for migration to Main Board.

RESOLVED FURTHER THAT any Board of director or the Company Secretary of the Company be and are hereby authorized jointly and/or severally to deal with any Government or semi-government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited, BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application, contracts, undertakings and/or related documents on behalf of the Company for the purpose of migration of the Company's equity shares from SME platform of BSE Limited to the Main Board of BSE Limited & National Stock Exchange of India Limited.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (" the Board") be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental or desirable, and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the powers herein vested in the Board to any Director(s) or any other Key managerial Personnel or the officer(s) of the Company as may be required in order to give effect to the aforesaid Resolution. "

ITEM NO. 2 APPROVAL OF RELATED PARTY TRANSACTION

To consider and if thought 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 2024-25 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 Transaction	Amount of Transaction
Florens Fresh Supply Solutions Private Limited	Purchase of Goods	Up to Rs. 15 Cr
	Sale of Goods	Up to Rs. 24 Cr
Florens Farming Private Limited	Purchase of Goods	Up to Rs. 15 Cr
	Sale of Goods	Up to Rs. 24 Cr
Prime Fresh Retail (I) Private Limited	Purchase of Goods	Up to Rs. 15 Cr
	Sale of Goods	Up to Rs. 25 Cr
Vyanktेशprime Fresh Farmers Producer Company Limited	Purchase of Goods	Up to Rs. 15 Cr
	Sale of Goods	Up to Rs. 15 Cr

“RESOLVED FURTHER THAT for the purpose of giving 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 as the Board in its absolute discretion may deem necessary or desirable, and its decision shall be final and binding.”

ITEM NO: 3 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 thought 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. 50 Crores (Rupees Fifty 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 the Company do ratify all the loan, guarantee, security and acquisition by way of subscription, purchase or otherwise the securities of any other body(ies) Corporate(s) / person(s) in or outside India, already made by the Board of Directors pursuant to Section 186 of the Act.

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.”

Registered Office:
102, Sanskar – 2, Polytechnic Road,
Nr. Ketav Petrol Pump, Ambawadi,
Ahmedabad – 380 015

By the Order of Board of Directors of
Prime Fresh Limited



Jinen Ghelani

Jinen Ghelani
Managing Director & CFO
DIN: 01872929

Place: Ahmedabad
Date: 14.03.2024

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014, (Hereinafter referred to as the "**Rules**") setting out all material facts in respect of the business specified in this notice and the reasons there to is annexed hereto. The Special Resolutions mentioned herein shall be declared as passed if the number of votes cast in favour by non- promoter shareholder is two times the number of votes cast against the said Special Resolution.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the Registrar and Share Transfer Agent (RTA) as on 15th March, 2024 (being cut-off date for determining the members to whom the Notice shall be dispatched). The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants.
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on 15th March, 2024 will be considered for the purpose of voting.

4. A copy of this notice has been placed on the website of the Company <https://primefreshlimited.com> and shall remain on the website until the last date for receipt of the e-votes from the shareholders and the website of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited ('BSE') at www.bseindia.com
5. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, The Company will send this postal ballot notice in electronic form only. The hard copy of this Postal Ballot Notice along with postal ballot forms and prepaid business envelope will not be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
6. The voting period begins on 30/03/2024 and ends on 29/04/2024. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of Friday, 15th March, 2024, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
7. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail citing subject "PFL-Postal Ballot-Registration of e-mail Id's" to Registrar and Share Transfer Agent (RTA) of the Company, i.e., Bigshare Services Private Limited at info@bigshareonline.com or to the Company at cs@primefreshlimited.com with name of registered shareholder(s), folio number(s)/DP Id/Client Id and Number of equity shares held from the email address they wish to register to enable them to exercise their vote on special businesses as set out in the Postal Ballot Notice through remote e-voting facility provided by NSDL.
8. Non Individual Shareholders and custodians should submit a scanned copy of the Board Resolution and/or Power of Attorney (POA) in PDF format in the system, for the scrutinizer to verify the same.
9. A Member cannot exercise his vote by proxy on postal ballot E- voting process.
10. The dispatch of Postal Ballot Notice shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1(one) in Gujarati newspaper, each having wide circulation in the State of Gujarat, where the registered office of the Company is situated.
11. The scrutinizer will submit his report to the Chairman/ any of the Director(s) of the Company after the completion of scrutiny, and the result of the voting by postal ballot will be announced

by the Chairman or any Director of the Company duly authorized, on or before 01/05/2024, at the registered office of the Company and the result along with Scrutinizer report will also be displayed on the website of the Company <https://primefreshlimited.com> besides being communicated to the Stock Exchange.

12. The resolution shall be deemed to have been passed on the last date specified by the Company for receipt of Electronic Votes (i.e. 29/04/2024) if assented by the members as per the provisions of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time).
13. Resolution passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.
14. Any query/grievances relating to the postal ballot E- Voting Process may be addressed to Ms. Jasmin Doshi (Company Secretary and Compliance Officer).

Her Contact details are:

E-mail : cs@primefreshlimited.com
Telephone No. : 07940320244
Address : 102, Sanskar-2, Near ketav petrol pump, polytechnic Road, Ambawadi, Ahmedabad-380015, Gujarat.

INSTRUCTION FOR VOTING THROUGH ELECTRONIC MEANS:

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 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. 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. 2. 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 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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 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.

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 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 Mhatre, Senior Manager 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 for Individual shareholders holding securities in demat mode.



PRIME FRESH LIMITED

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.



PRIME FRESH LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM NO. 1

MIGRATION OF TRADING OF COMPANY'S EQUITY SHARES FROM SME PLATFORM OF BSE LIMITED TO THE MAIN BOARD OF BSE LIMITED & NATIONAL STOCK EXCHANGE OF INDIA LIMITED

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

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

The benefits of listing on the Main Board in the form of market Capitalization, enhanced liquidity, larger participation, visibility etc., will accrue to the Shareholders of the Company. By Migrating on the Main Board the goodwill and the growth of the Company will increase and the Company will be able to expand its business. The Members are, therefore, requested to accord their approval, for the purpose of migration of the Company's present listing from SME platform of BSE Limited to the main Board of BSE Limited and National Stock Exchange of India Limited as set out in the resolution.

Pursuant to section 102 of the Companies Act, 2013, the Board of Directors of the Company do and hereby confirm that none of its directors, Key Managerial Personnel, and relatives thereof are interested, financially or otherwise, in the aforesaid resolution except to the extent of their respective shareholding (if any) in the Company in line with other shareholders of the Company.

Pursuant to regulation 277 of the SEBI (ICDR) Regulations, 2018, the proposed special resolution shall be acted upon only if the votes cast by shareholders other than promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the registered office of the Company during working hours on all working days from the date of dispatch of notice till the conclusion of the time for submission of postal ballot.

The Board of Directors recommends passing of the Resolution at item no 1 as Special Resolution.

ITEM NO 2 APPROVAL OF RELATED PARTY TRANSACTION

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, 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:

Name of Related Parties	Name of Interested Director or KMP	Nature of relationship
Florens Fresh Supply Solutions Private Limited	Mr. Jinen Ghelani (DIN: 01872929) Managing Director & CFO	M/s. Florens Fresh Supply Solutions Private Limited is as Associate concern of M/s Prime Fresh Limited.
	Mr. Hiren Ghelani (DIN: 02212587) Whole Time Director	Mr. Hiren Ghelani is a Director and Member of the Company. And Mr. Jinen Ghelani and Mrs. Neha Ghelani are relatives of Mr. Hiren Ghelani
	Mrs. Neha Ghelani (DIN: 00197285) Whole Time Director	
Florens Farming Private Limited	Mr. Jinen Ghelani (DIN: 01872929) Managing Director & CFO	M/s. Florens Farming Private Limited is a Subsidiary of M/s Prime Fresh Limited.
	Mr. Hiren Ghelani (DIN: 02212587) Whole Time Director	Mr. Jinen Ghelani & Mr.Hiren Ghelani are Directors and Mr. Hiren Ghelani is a Member of the Company
	Mrs. Neha Ghelani (DIN: 00197285) Whole Time Director	
Prime Fresh Retail (I) Private Limited	Mr. Hiren Ghelani (DIN: 022122587) Director	M/s. Prime Fresh Retail (I) Private Limited is a wholly owned subsidiary of the Prime Fresh Limited
	Mr. Jinen Ghelani (DIN:01872929) Director	Mr. Jinen Ghelani & Mr.Hiren Ghelani are Directors and Mr. Hiren Ghelani is a Member of the Company
Vyankteshprime Fresh Farmers Producer Company Limited	Mr. Hiren Ghelani (DIN: 022122587) Director	Mr. Jinen Ghelani & Mr.Hiren Ghelani are Directors and Members of the Company
	Mr. Jinen Ghelani (DIN:01872929) Director	

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) and Mrs. Neha Ghelani (DIN: 00197285) Whole Time Directors 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: 3 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

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 regularise 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 Act which was not carried with requisite majority.

The Company consistently explores various opportunities for expansion of business and growth. In the past, the Company has ceased domestic and international business opportunities through acquisitions of business entities. 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. 50 Crores (Rupees Fifty Crores Only)

Accordingly, the Special Resolution in item No. 3 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.

Registered Office:

102, Sanskar – 2, Polytechnic Road,
Nr. Ketav Petrol Pump, Ambawadi,
Ahmedabad – 380 015

By the Order of Board of Directors of
Prime Fresh Limited



Jinen Ghelani

Place: Ahmedabad
Date: 14.03.2024

Jinen Ghelani
Managing Director & CFO
DIN: 01872929



PRIME FRESH LIMITED

Instructions:

1. There will be one e-voting opportunity for every Client ID No. / Folio No., irrespective of the number of joint holders.
2. In the case of shares held by companies, trusts, societies etc., a certified true copy of Board Resolution/Authority should accompany.
3. Votes will be considered invalid on the following grounds:
 - a) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
 - b) It is received from a Member who is in arrears of payment of calls;
 - c) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
4. Voting rights in the Postal Ballot e-voting cannot be exercised by a proxy.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members as on cut-off date i.e., 15.03.2024. A person who is not a Member on the relevant date should treat this Notice for information purpose only.