

## **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 the General Circular No. General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 19/2021 and General Circular No. 20/2021 dated 08.12.2021, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, government of India (the "MCA Circulars") SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and pursuant to applicable provisions of SEBI (ICDR) Regulations 2018 other applicable laws and regulations, 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 8<sup>th</sup> February, 2022, 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. p.m. on 13/03/2022. 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 15/03/2022 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. 13/03/2022), if approved by the Non-promoter Members with special majority i.e. vote cast in favour are two time 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**

**RATIFICATION PERTAINING TO SHAREHOLDING PATTERN AND PERCENTAGE OF POST ISSUE SHAREHOLDING OF THE ULTIMATE BENEFICIAL OWNERS OF THE SHARES ALLOTTED GIVEN IN ITEM NO. 7(C) & 7(E) OF EXPLANATORY STATEMENT OF THE NOTICE OF 14<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) HELD ON 20<sup>TH</sup> SEPTEMBER, 2021**

**To consider and if thought fit, to pass with or without modification(s), the following resolutions as SPECIAL RESOLUTION:**

**"RESOLVED THAT** in partial modification of the explanatory statement of the resolution passed at the 14<sup>th</sup> Annual General Meeting of the Company held on 20th September, 2021 pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ("Act"), and the applicable provisions of the SEBI (LODR) Regulations, 2015 and SEBI (ICDR) Regulations, 2018, the consent of the members of the company be and is hereby accorded to the modification of the item no. 7(c) and 7(e) (i.e shareholding pattern and percentage of post issue shareholding of the ultimate beneficial owners of the shares allotted) of the explanatory statement of the resolution no. 7 as was given in the notice dated 17<sup>th</sup> August, 2021 of the 14<sup>th</sup> Annual General Meeting.



**RESOLVED FURTHER THAT** explanatory statement for item no. 7(c)) and 7(e) disclosing the shareholding pattern and percentage of post issue shareholding of the ultimate beneficial owners of the shares allotted be modified and corrected as follows, however other things remaining the same.

**7(c) Rectified Shareholding Pattern**

**Correct Pre-Post shareholding shows is as follow in its Explanatory Statement**

Sr. No.	Particulars	Pre-Issue Shareholding		Post-Issue Shareholding *	
		No. Shares	Of Percentage to total shareholding	No. Shares	Of Percentage to total shareholding
<b>A.</b>	<b>Promoter &amp; Promoter Group Shareholding</b>				
	Individual	6012708	50.83	6012708	38.22
	Body Corporate	1179000	9.97	1179000	7.49
	<b>Total (A)</b>	<b>7191708</b>	<b>60.80</b>	<b>7191708</b>	<b>45.71</b>
<b>B.</b>	<b>Non Promoter Shareholding</b>				
<b>1</b>	<b>Institutional</b>				
	Mutual Funds				
	Banks/FI				
	Central Govt/State Govt(s)				
	Venture Capital Funds				
	Insurance Companies				
	FII's				
	Foreign Venture Capital Funds				
	Foreign Portfolio Investor				
<b>2.</b>	<b>Non-institutions</b>				
	Bodies Corp.	498000	5.12	498000	3.17
	Individuals-				
	Individual shareholders holding nominal share capital up to Rs. 2 Lakhs	1097400	5.34	1441800	9.16
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	1775160	20.46	5333760	33.90

Any Other (specify)- Undivided Family	Hindu	429480	3.58	429480	2.73
Non Resident Indians ( Non REPAT)		498000	4.21	498000	3.17
Clearing Member		330000	0.23	330000	2.10
Foreign Portfolio Investor		9000	0.08	9000	0.06
<b>Total (B)</b>		<b>4637040</b>	<b>39.20</b>	<b>8540040</b>	<b>54.29</b>
<b>Total (A) + (B)</b>		<b>11828748</b>	<b>100</b>	<b>15731748</b>	<b>100</b>

7(e) The Identity of the natural person(s) who are the ultimate beneficial owner(s) of the shares proposed to be allotted and/or who ultimately control the proposed allottee(s), the percentage of post-preferential issued capital that may be held by the said allottee(s) and change in control, if any, in the Company consequent to the preferential Issue:

Sr. No.	Name of the Proposed Allottees and Category	Pre-issue Shareholding and % age	No. of Equity Shares proposed to be allotted	Post-issue shareholding and % age*	Name of the ultimate Beneficiaries/Owners
1	Gurmeetsingh Amritpal Bhamrah- Non Promoter Group	3,27,000 2.76%	32,08,800 (Thirty Two Lakhs Eight Thousand Eight Hundred)	35,35,800 22.48%	Gurmeetsingh Amritpal Bhamrah-
2	Ashit Amrit Patel- Non Promoter Group	1,11,000 0.94%	41,400 (Forty One Thousand Four Hundred)	1,52,400 0.97%	Ashit Amrit Patel
3	Nipa Anil Haria- Non Promoter Group	9,000 0.08%	51,000 (Fifty One Thousands)	60,000 0.38%	Nipa Anil Haria
4	Shashikant Parkar- Non Promoter Group	3,000 0.03%	25,500 (Twenty Five Thousands Five Hundred)	28500 0.18%	Shashikant Parkar
5	Navjot Kaur Sonu Vasan- Non Promoter Group	3,000 0.03%	90,000 (Ninety Lakh)	93,000 0.59%	Navjot Kaur Sonu Vasan
6	Shaila Parkar- Non Promoter Group	0	25,500 (Fifty Thousand)	25,500 0.16%	Shaila Parkar



			Five Hundred)		
7	Ranikaur Ratansingh Arora- Non Promoter Group	0	60,000 (Sixty Thousand)	60,000 0.38%	Ranikaur Ratansingh Arora
8	Padmaja Suresh Ambekar- Non Promoter Group	0	51,000 (Fifty One Thousand)	51,000 0.32%	Padmaja Suresh Ambekar
9	Sona Singh Kulwat Singh- Non Promoter Group	0	3,49,800 (Three Lakhs Forty Nine Thousand Eight Hundred)	3,49,800 2.22%	Sona Singh Kulwat Singh

**RESOLVED FURTHER THAT** the board of directors of the Company be and are hereby authorized to do all acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and matters incidental consequential and connected therewith.”

## **ITEM NO. 2**

### **MIGRATION OF TRADING OF COMPANY'S EQUITY SHARES FROM SME PLATFORM OF BSE TO MAIN BOARD OF BOMBAY STOCK EXCHANGE LIMITED & NATIONAL STOCK EXCHANGE 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 Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 (SEBI(ICDR) Regulations) (as amended from time to time) and applicable Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions 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 migration of the Company's equity shares from SME platform of Bombay Stock Exchange Limited(BSE) to Main Board of BSE & National Stock Exchange (NSE) 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** the Board of directors and the Company Secretary of the Company be and are hereby authorized severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited, Bombay Stock Exchange 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 to Main Board of BSE & NSE.

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

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

Place: Ahmedabad  
Date: 08.02.2022

By the Order of Board of Directors of  
Prime Fresh Limited

  
Jinen Ghelani  
Managing Director & CFO  
DIN: 01872929



**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 4<sup>th</sup> February, 2022 (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 4<sup>th</sup> February, 2022 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.
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 12/03/2022 and ends on 13/03/2022. 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, February 04, 2022, 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](mailto:info@bigshareonline.com) or to the Company at [cs@primefreshlimited.com](mailto: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 15/03/2022, 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. 13/03/2022) 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. Riya 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
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for <b>NSDL IDeAS facility</b> , please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the <b>"Beneficial Owner"</b> icon under "Login" which is available under <b>"IDeAS"</b> 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.



	<ol style="list-style-type: none"> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS"</b> Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>

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. Once 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 options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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**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 NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30 facing any technical issue in login can contact
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43



**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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) 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](mailto:umesh@umeshvedcs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sarita Mote at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**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](mailto: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](mailto: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.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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.

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

**ITEM NO. 1**

The shareholders in its 14<sup>th</sup> Annual General Meeting approved resolution no. 7 for approval of issuance of convertible warrants on preferential basis to promoter and non promoter Investor. Due to inadvertent error in the explanatory statement of the said resolution i.e, item no. 7(c)& 7(e) (shareholding pattern and percentage of post issue shareholding of the ultimate beneficial owners of the shares allotted) disclosed incorrect shareholding pattern and percentage of post issue shareholding of the ultimate beneficial owners of the shares allotted and the said mistake is now proposed to be rectified by modification of the same except the other terms and conditions of issuance and the contents of the said resolution shall remain unchanged and in full effect.

Further the item no. 7(c) and 7(e) of the 14<sup>th</sup> Annual General Meeting of the Company dated 16<sup>th</sup> August, 2021 was read as follows:

**7(c) Shareholding Pattern**

Sr. No.	Particulars	Pre-Issue Shareholding		Post-Issue Shareholding *	
		No. Of Shares	Percentage to total shareholding	No. Of Shares	Percentage to total shareholding
<b>A.</b>	<b>Promoter &amp; Promoter Group Shareholding</b>				
	Individual	6012708	50.83	6012708	38.22
	Body Corporate	1179000	9.97	1179000	7.49
	<b>Total (A)</b>	<b>7191708</b>	<b>60.80</b>	<b>7191708</b>	<b>45.71</b>
<b>B.</b>	<b>Non Promoter Shareholding</b>				
<b>1</b>	<b>Institutional</b>				
	Mutual Funds				
	Banks/FI				
	Central Govt/State Govt(s)				
	Venture Capital Funds				
	Insurance Companies				
	FII's				
	Foreign Venture Capital Funds				



	Foreign Portfolio Investor				
2.	<b>Non-institutions</b>				
	Bodies Corp.	498000	4.21	498000	3.17
	Individuals-				
	Individual shareholders holding nominal share capital up to Rs. 2 Lakhs	1100400	9.30	1444800	9.18
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	1775160	15.00	5333760	33.90
	Any Other (specify)- Hindu Undivided Family	429480	3.63	429480	2.73
	Clearing Member	330000	2.79	330000	2.10
	Non Resident Indians ( Non REPAT)	498000	4.21	498000	3.17
	Foreign Portfolio Investor	9000	0.08	9000	0.06
	<b>Total (B)</b>	<b>4640040</b>	<b>39.22</b>	<b>8543040</b>	<b>54.29</b>
	<b>Total (A) + (B)</b>	<b>11828748</b>	<b>100</b>	<b>15734748</b>	<b>100</b>

7(e) The Identity of the natural person(s) who are the ultimate beneficial owner(s) of the shares proposed to be allotted and/or who ultimately control the proposed allottee(s), the percentage of post-preferential issued capital that may be held by the said allottee(s) and change in control, if any, in the Company consequent to the preferential Issue:

Sr. No.	Name of the Proposed Allottees and Category	Pre-issue Shareholding and % age	No. of Equity Shares proposed to be allotted	Post-issue shareholding and % age*	Name of the ultimate Beneficiaries/Owners
1	Gurmeetsingh Amritpal Bhamrah- Non Promoter Group	3,27,000 2.76%	32,08,800 (Thirty Two Lakhs Eight Thousand Eight Hundred)	35,35,800 22.48%	Gurmeetsingh Amritpal Bhamrah-
2	Ashit Amrit Patel- Non Promoter Group	1,11,000 0.94%	41,400 (Forty One Thousand Four Hundred)	1,52,400 0.97%	Ashit Amrit Patel
3	Nipa Anil Haria- Non Promoter Group	9,000 0.08%	51,000 (Fifty One Thousands)	60,000 0.38%	Nipa Anil Haria
4	Shashikant Parkar- Non Promoter Group	3,000 0.03%	25,500 (Twenty Five Thousands)	28,500 0.18%	Shashikant Parkar

			Five Hundred)		
5	Navjot Kaur Sonu Vasan- Non Promoter Group	3,000 0.03%	90,000 (Ninety Lakh)	93,000 0.59%	Navjot Kaur Sonu Vasan
6	Shaila Parkar- Non Promoter Group	0	25,500 (Fifty Thousand Five Hundred)	25,500 0.16%	Shaila Parkar
7	Ranikaur Ratansingh Arora- Non Promoter Group	0	60,000 (Sixty Thousand)	60,000 0.39%	Ranikaur Ratansingh Arora
8	Padmaja Suresh Ambekar- Non Promoter Group	0	51,000 (Fifty One Thousand)	51,000 0.34%	Padmaja Suresh Ambekar
9	Sona Singh Kulwat Singh- Non Promoter Group	0	3,49,800 (Three Lakhs Forty Nine Thousand Eight Hundred)	3,49,800 2.30%	Sona Singh Kulwat Singh

However the rectified Shareholding Pattern and percentage of post issue shareholding of the ultimate beneficial owners of the shares allotted as mentioned in Point 7 (c) and point No 7 (e) reads as follows:

Sr. No.	Particulars	Pre-Issue Shareholding		Post-Issue Shareholding *	
		No. Shares	Percentage Of to total shareholding	No. Shares	Percentage to total shareholding
A.	<b>Promoter &amp; Promoter Group Shareholding</b>				
	Individual	6012708	50.83	6012708	38.22
	Body Corporate	1179000	9.97	1179000	7.49
	<b>Total (A)</b>	<b>7191708</b>	<b>60.80</b>	<b>7191708</b>	<b>45.71</b>
B.	<b>Non Promoter Shareholding</b>				
1	<b>Institutional</b>	-	-	-	-
	Mutual Funds	-	-	-	-
	Banks/FI	-	-	-	-
	Central Govt/State Govt(s)	-	-	-	-



	Venture Capital Funds	-	-	-	-
	Insurance Companies	-	-	-	-
	FII's	-	-	-	-
	Foreign Venture Capital Funds	-	-	-	-
	Foreign Portfolio Investor	-	-	-	-
2.	<b>Non-institutions</b>				
	Bodies Corp.	498000	5.12	498000	3.17
	Individuals-				
	Individual shareholders holding nominal share capital up to Rs. 2 Lakhs	1097400	5.34	1441800	9.16
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	1775160	20.46	5333760	33.90
	Any Other (specify)- Hindu Undivided Family	429480	3.58	429480	2.73
	Non Resident Indians ( Non REPAT)	498000	4.21	498000	3.17
	Clearing Member	330000	0.23	330000	2.10
	Foreign Portfolio Investor	9000	0.08	9000	0.06
	<b>Total (B)</b>	<b>4637040</b>	<b>39.20</b>	<b>8540040</b>	<b>54.29</b>
	<b>Total (A) + (B)</b>	<b>11828748</b>	<b>100</b>	<b>15731748</b>	<b>100</b>

Point 7 (E): The identity of the natural person(s) who are the ultimate beneficial owner(s) of the shares proposed to be allotted and/or who ultimately control the proposed allottee(s), the percentage of post-preferential issued capital that may be held by the said allottee(s) and change in control, if any, in the Company consequent to the preferential issue:

Sr. No.	Name of the Proposed Allottees and Category	Pre-issue Shareholding and % age	No. of Equity Shares proposed to be allotted	Post-issue shareholding and % age*	Name of the ultimate Beneficiaries/Owners
1	Gurmeetsingh Amritpal Bhamrah- Non Promoter Group	3,27,000 2.76%	32,08,800 (Thirty Two Lakhs Eight Thousand Eight Hundred)	35,35,800 22.48%	Gurmeetsingh Amritpal Bhamrah-
2	Ashit Amrit Patel- Non Promoter Group	1,11,000 0.94%	41,400 (Forty One Thousand Four Hundred)	1,52,400 0.97%	Ashit Amrit Patel

3	Nipa Anil Haria- Non Promoter Group	9,000 0.08%	51,000 (Fifty One Thousands)	60,000 0.38%	Nipa Anil Haria
4	Shashikant Parker- Non Promoter Group	3,000 0.03%	25,500 (Twenty Five Thousands Five Hundred)	28,500 0.18%	Shashikant Parker
5	Navjot Kaur Sonu Vasan- Non Promoter Group	3,000 0.03%	90,000 (Ninety Lakh)	93,000 0.59%	Navjot Kaur Sonu Vasan
6	Shaila Parker- Non Promoter Group	0	25,500 (Fifty Thousand Five Hundred)	25,500 0.16%	Shaila Parker
7	Ranikaur Ratansingh Arora- Non Promoter Group	0	60,000 (Sixty Thousand)	60,000 0.38%	Ranikaur Ratansingh Arora
8	Padmaja Suresh Ambekar- Non Promoter Group	0	51,000 (Fifty One Thousand)	51,000 0.32%	Padmaja Suresh Ambekar
9	Sona Singh Kulwat Singh- Non Promoter Group	0	3,49,800 (Three Lakhs Forty Nine Thousand Eight Hundred)	3,49,800 2.22%	Sona Singh Kulwat Singh

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

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

#### Item No. 2

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

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



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

Your Company is presently has a market capitalization of more than Rs. 82.62 crores. The Paid-up Equity Share Capital of the Company is Rs.11,82,87,480 comprising of 1,18,28,748 number equity shares of face value of Rs. 10/- each. Thus, the Company is eligible to migrate to the Main Board of NSE and BSE, subject to fulfillment of other criteria as stipulated by NSE and BSE.

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

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

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

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


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

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

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

Place: Ahmedabad  
Date: 08/02/2022

By the Order of Board of Directors of  
Prime Fresh Limited

  
Jinen Ghelani

Managing Director & CFO  
DIN: 01872929





**PRIME FRESH LIMITED**  
(FORMERLY KNOWN AS PRIME CUSTOMER SERVICES 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., 4<sup>th</sup> February, 2022. A person who is not a Member on the relevant date should treat this Notice for information purpose only.