

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L51109GJ2007PLC050404

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAECP2124P

(ii) (a) Name of the company

PRIME FRESH LIMITED

(b) Registered office address

102 SANSKAR- 2, NEAR KETAV PETROL PUMP POLYTECHNIC ROAD, A
MBAWADI NA
AHMEDABAD
Ahmedabad
Gujarat
380015

(c) *e-mail ID of the company

IN*****ED.COM

(d) *Telephone number with STD code

91*****44

(e) Website

www.primefreshlimited.com

(iii) Date of Incorporation

30/03/2007

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE SME PLATFORM	1

(b) CIN of the Registrar and Transfer Agent

U99999MH1994PTC076534

Pre-fill

Name of the Registrar and Transfer Agent

BIGSHARE SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Pinnacle Business Park, Office no S6-2 ,6th floor, Mahakali
Caves Road , Next to Ahura Centre, Andheri East Mumbai

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 27/09/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 4

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G1	Wholesale Trading	86.36
2	H	Transport and storage	H1	Land Transport via Road	12.33
3	N	Support service to Organizations	N6	Office administrative and other business activities including call centers, organising	1.29
4	N	Support service to Organizations	N7	Other support services to organizations	0.02

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	FLORENS FARMING PRIVATE LI	U01100GJ2016PTC094879	Subsidiary	62.86
2	FLORENS FRESH SUPPLY SOLU	U15490GJ2018PTC102125	Associate	43.81
3	PRIME FRESH RETAIL (I) PRIVAT	U47212GJ2024PTC149225	Subsidiary	99.8

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	30,000,000	13,872,110	13,645,767	13,645,767
Total amount of equity shares (in Rupees)	300,000,000	138,721,100	136,457,670	136,457,670

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	30,000,000	13,872,110	13,645,767	13,645,767
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	300,000,000	138,721,100	136,457,670	136,457,670

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	104,400	12,418,548	12522948	125,229,480	125,229,480	
Increase during the year	0	1,122,819	1122819	11,228,190	11,228,190	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	1,122,819	1122819	11,228,190	11,228,190	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0		
na						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
na						
At the end of the year	104,400	13,541,367	13645767	136,457,670	136,457,670	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
<input type="text" value="na"/>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
<input type="text" value="na"/>						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE442V01012

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,429,413,772

(ii) Net worth of the Company

615,078,590

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	4,841,178	35.48	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,179,000	8.64	0	
10.	Others DIRECTORS RELATIVE	1,194,030	8.75	0	
	Total	7,214,208	52.87	0	0

Total number of shareholders (promoters)

9

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	5,558,741	40.74	0	
	(ii) Non-resident Indian (NRI)	39,000	0.29	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	750	0.01	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	536,250	3.93	0	
10.	Others CLEARING MEMBERS	296,818	2.18	0	
	Total	6,431,559	47.15	0	0

Total number of shareholders (other than promoters)

677

**Total number of shareholders (Promoters+Public/
Other than promoters)**

686

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
SAINT CAPITAL FUND	'C\O TRI-PRO ADMINISTRATORS LT			750	0.01

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	9	9
Members (other than promoters)	358	677
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	3	0	3	0	36.87	0
B. Non-Promoter	0	7	0	7	0	1.92
(i) Non-Independent	0	2	0	2	0	1.92
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	7	3	7	36.87	1.92

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
JINEN GHELANI	01872929	Managing Director	803,289	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
NEHA GHELANI	00197285	Whole-time director	189,585	
HIREN GHELANI	02212587	Whole-time director	4,037,889	
JINEN GHELANI	ABPPG9646L	CFO	803,289	
SHEKHAR MENNON	02262964	Director	0	
GURMEETSINGH BHAD	02527135	Director	262,500	
RAVI MENON	05254365	Director	0	
BRIJESH KUMAR MIS	07524535	Director	0	
GAURAV R MEENA	07678312	Director	0	
UMESH KUMAR PATE	07964920	Director	0	16/05/2024
MAYUR THAKKAR	08423444	Director	0	
JASMIN JAYKUMAR D	BPSPM0455D	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
JASMIN JAYKUMAR D	BPSPM0455D	Company Secretary	04/07/2023	APPOINTMENT

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	15/09/2023	409	10	51.12
EXTRA-ORDINARY GENERAL MEETING	31/01/2024	584	12	54.84

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/05/2023	10	7	70
2	04/07/2023	10	7	70
3	07/08/2023	10	10	100
4	09/11/2023	10	8	80
5	07/12/2023	10	6	60
6	15/12/2023	10	7	70
7	04/01/2024	10	6	60
8	14/03/2024	10	6	60

C. COMMITTEE MEETINGS

Number of meetings held

30

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	25/05/2023	3	3	100
2	AUDIT COMM	04/07/2023	3	3	100
3	AUDIT COMM	07/08/2023	3	3	100
4	AUDIT COMM	09/11/2023	3	3	100
5	AUDIT COMM	07/12/2023	3	3	100
6	AUDIT COMM	15/12/2023	3	3	100
7	AUDIT COMM	04/01/2023	3	3	100
8	AUDIT COMM	14/03/2023	3	3	100
9	NOMINATION	25/05/2023	3	3	100
10	NOMINATION	04/07/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	27/09/2024
								(Y/N/NA)
1	JINEN GHELA	8	8	100	8	8	100	Yes
2	NEHA GHELA	8	6	75	8	8	100	Yes
3	HIREN GHELA	8	8	100	8	8	100	Yes
4	SHEKHAR ME	8	6	75	0	0	0	Yes
5	GURMEETSIN	8	1	12.5	0	0	0	Yes
6	RAVI MENON	8	8	100	14	14	100	Yes
7	BRIJESH KUM	8	8	100	30	30	100	Yes
8	GAURAV R M	8	1	12.5	0	0	0	Yes
9	UMESH KUM	8	6	75	22	22	100	Not Applicable
10	MAYUR THAK	8	5	62.5	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	JINEN CHANDRAK	MANAGING DIR	1,500,000	0	0	0	1,500,000
2	HIREN CHANDRAK	WHOLE-TIME D	1,500,000	0	0	0	1,500,000
3	NEHA JINEN GHEL	WHOLE-TIME D	120,000	0	0	0	120,000
	Total		3,120,000	0	0	0	3,120,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	JINEN CHANDRAK	CFO	1,500,000	0	0	0	1,500,000
2	JASMIN JAYKUMA	COMPANY SEC	420,000	0	0	0	420,000
	Total		1,920,000	0	0	0	1,920,000

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BRIJESH KUMAR M	INDEPENDENT	40,000	0	0	0	40,000
2	RAVI MENON	INDEPENDENT	145,000	0	0	0	145,000
3	UMESH PATEL	INDEPENDENT	30,000	0	0	0	30,000
4	GAURAV R MEENA	INDEPENDENT	0	0	0	0	0
5	SHEKHAR MENNO	INDEPENDENT	30,000	0	0	0	30,000
6	GURMEETSINGH B	NON-EXECUTIV	0	0	0	0	0
7	MAYUR NANALAL	NON-EXECUTIV	25,000	0	0	0	25,000
	Total		270,000	0	0	0	270,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

UMESH HARJIVANDAS VED

Whether associate or fellow

Associate Fellow

Certificate of practice number

2924

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 20 dated 16/05/2024

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Jinen
Chandrakan
t Ghelani

DIN of the director

0*8*2*2*

To be digitally signed by

JASMIN
JAYKUMAR
DOSHI

Company Secretary

Company secretary in practice

Membership number

3*0*9

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

PRIME_Shareholders-MGT_7_31032024.p Declaration_Beneficial Interest.pdf List of Committee Meetings.pdf MGT-8_Prime Fresh_31032024.pdf
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Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company