UMESH VED & ASSOCIATES
Company Secretaries
304, Shoppers Plaza-V, Opp. Municipal Market, C. G. Road, Navrangpura, Ahmedabad - 380 009.
Telefax : (O) +91 79 26464153, 48904153 • Moblie +91 98250 35998
E mail : info@umeshvedcs.com, umesh@umeshvedcs.com • Website : www.umeshvedcs.com

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 including any amendment/modification thereof)

To,
The Board of Directors,
Prime Fresh Limited,
102 Sanskar-2, Near Ketav Petrol Pump,
Polytechnic Road, Ambawadi,
Ahmedabad-380015

I, **Umesh Ved,** Proprietor of M/s. **Umesh Ved & Associates**, Practicing Company Secretary having been appointed by **Prime Fresh Limited** (hereinafter referred to as 'Company'), a Company Incorporated under the provisions of the Companies Act, 1956/2013 with **CIN: L51109GJ2007PLC050404** and having its registered office at 102 Sanskar-2, Near Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad-380015 to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In accordance with the Regulations, the Company has proposed issue of **9,60,000 (Nine Lakhs Sixty Thousand) "Warrants")** Fully convertible into Equivalent number of fully paid up Equity Share of the Company having face value of Rs. 10/- (Rupees Ten Only), to the persons belonging to "Promoter," on preferential basis, at an issue price of Rs. 162.50/- per share/Warrant ('Proposed Preferential Issue'). The Proposed preferential issue was approved at the meeting of **Board of Directors** of the Company held on **09th April, 2025.**

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, we have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue, Section 42 and 62 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 more specifically, the following:

i. Memorandum of Association and Articles of Association of the Company;

ii. The Present Capital Structure including the details of the authorized, subscribed, Issued and Paid-up share capital of the Company along with the shareholding pattern;

iii. Resolution passed at the Meeting of the Board of Directors;

iv. List of Proposed Allottees;

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v. The relevant date in accordance with Regulation 161 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The Relevant Date for the purpose of said minimum issue price is April 15, 2025;

vi. The Statutory Registers of the Company and List of shareholders issued by RTA:

   a. To note that the equity shares are fully paid up.

   b. All equity shares held by the proposed allottees, if any, in the Company are in Dematerialized form.

vii. Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 & the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if any, made by proposed allottees during the 90 trading days preceding the relevant date;

viii. Details of buying, selling and dealing in the Equity Shares of the Company by the proposed allottees, Promoter or Promoter Group during the 90 trading days preceding the relevant date;

ix. Permanent Account Number of the proposed allottees, except those allottees who are exempt from specifying their Permanent Account Number for transacting in the securities market by the Board;

x. The proposed allottee has pre-preferential holding in the Company and the process of lock-in of pre-preferential holding from the relevant date i.e., April 15, 2025;

xi. The draft Notice of Postal Ballot along with explanatory statement:

   a. To verify the disclosures in Explanatory Statement as required under Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
   b. To verify the tenure of the convertible securities of the company that it shall not exceed eighteen months from the date of their allotment.
   c. To verify the lock-in-period as required under Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018.
   d. To verify the terms for payment of consideration and allotment as required under Regulation 169 of the SEBI (Issue of Capital and Disclosure Requirements) Regulation 2018.

xii. Computation of the minimum price of the warrants/equity shares to be allotted in preferential issue in accordance with the Regulations. The minimum issue price for the proposed preferential issue of the Company, based on the pricing formula prescribed under these regulations has been worked out at Rs. 162.50/-

xiii. Verified the relevant statutory records of the Company to confirm that:

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a. it has no outstanding dues to the SEBI, the stock exchange or the depositories except those whose are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority.

b. it is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the company are listed and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements), 2015, as amended and any circular or notification issued by the Board thereunder.

It is the responsibility of the Management to comply with the requirements of the Regulations, including the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing and maintaining internal control relevant to preparation of notice and explanatory statement, determination of relevant date & minimum price of shares and making estimates that are reasonable in the circumstances.

Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.

2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We are not expressing any opinion on the price computed / calculated and/or the price at which the shares are being issued by the Company.

4. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

Certification: Based on my/our examination of such information/documents and explanation furnished to me/us by the management and employees of the Company and to the best of my/our knowledge and belief, I/we hereby certify that proposed preferential issue is being made in accordance with the requirements of the Regulations.

For & on behalf of Umesh Ved & Associates
(Company Secretaries)

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Umesh H. Ved

Umesh Ved
(Proprietor)
M. No.: F4411
COP: 2924
UDIN: F004411G000119361

Date: 15th April, 2025
Place: Ahmedabad