UMESH VED & ASSOCIATES
Company Secretaries
304, Shoppers Plaza-V, Opp. Municipal Market, C. G. Road, Navrangpura, Ahmedabad - 380 009.
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COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation, 2021]

To,
The Members,
Prime Fresh Limited
102 Sanskar-2, Near Ketav Petrol Pump,
Polytechnic Road, Ambawadi, Ahmedabad,
Gujarat, India, 380015

We, Umesh Ved & Associates, Company Secretary in Practice, have been appointed as the Secretarial Auditor of **Prime Fresh Limited (CIN: L51109GJ2007PLC050404)** having its registered office at 102 Sanskar-2, Near Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad, Gujarat, India, 380015 vide a resolution passed in its Board meeting held on 12th August, 2025. This certificate is issued under Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation, 2021 for the year ended 2025-26. We understand that this certificate is required to be placed on the upcoming Annual General Meeting of the Company to be held on 19th August, 2026.

Management's Responsibility
It is the responsibility of the Management of the Company to implement the scheme(s) including designing, maintaining records and devising proper systems and effective internal controls to ensure compliance with the provisions of all applicable laws and regulations.

Verification
The company has implemented Employees Stock Option Plan 2024 (hereinafter referred as the "ESOP-2024") which were approved by the Board of Directors of the Company on 24th August, 2024 and the Shareholders of the Company on 27th September, 2024.

For the purpose of verifying the compliance of Regulations, we have examined the following:

1. Employees Stock Option Plan 2024;
2. Articles of Association of the company;
3. Resolutions passed at the meeting of Board of Directors on 24th August, 2024;
4. Resolutions passed at the meeting of Shareholders held on 27th September, 2024 noting the approval accorded to management to issue employee stock options to the employees and directors of the Company;
5. Minutes of meetings of Nomination and Remuneration committee;
6. Detailed terms and conditions of the scheme as approved by Nomination and Remuneration committee;
7. Disclosures by the Boards of Directors;

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8. Relevant Provisions of the Regulations, Companies Act 2013 and Rules made thereunder;
9. Relevant Accounting standards as prescribed by the central government.
10. Other relevant document/ records/information such as Merchant Banker certificates.

Certification

In our opinion and to the best of our knowledge and according to the verification as considered necessary and explanations furnished to us by the company and its officers, the Company has implemented the ESOP-2024 in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolutions of the Company passed by members in the general meetings.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company;
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation;
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company; and
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulation.

Umesh H. Ved

Place: Ahmedabad
Date: 15th July, 2026

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Umesh Ved
Proprietor
For Umesh Ved & Associates
Company Secretaries
F.C.S. No - 4411
C.O.P. No. - 2924
UDIN No.: F004411H000848925
Peer Review No. 6564/2025