MKC AGRO FRESH LIMITED

SHORTER NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Shorter Notice is hereby given that the 1st Extra-Ordinary General Meeting of the members of **M K C AGRO FRESH LIMITED** will be held on Saturday, 09th May, 2026, 04:00 P.M at the Corporate office of the company situated at D-12, New Sabzi Mandi, Sahibabad, Ghaziabad, Uttar Pradesh- 201010 to transact the following businesses:

SPECIAL BUSINESS:

ITEM NO.: 1

INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass with or without modification, the following resolution as ***Ordinary Resolution:***

"**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 14,00,00,000/- (Rupees Fourteen Crore only) consisting of 1,40,00,000 (One Crore Forty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 39,61,63,100/- (Rupees Thirty Nine Crore Sixty One Lakh Sixty Three Thousand and One Hundred only) consisting of 3,96,16,310 (Three Crore Ninety Six Lakh Sixteen thousand Three hundred and ten only) Equity Shares of Rs. 10/- (Rupees Ten) each."

"**FURTHER RESOLVED THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is Rs. 39,61,63,100/- (Rupees Thirty Nine Crore Sixty One Lakh Sixty Three Thousand and One Hundred only) consisting of 3,96,16,310 (Three Crore Ninety Six Lakh Sixteen thousand Three hundred and ten only) Equity Shares of Rs. 10/- (Rupees Ten) each."

Regd. Office: C-80, Ground Floor, New Subzi Mandi Azadpur, North Delhi, India, 110033
Phone : +91 120 2897504, 2896908, 2896786 E-mail : info@mkcagrofresh.com Website : www.mkcagrofresh.com
CIN : U15122DL2009PLC187481

ITEM NO.: 2

APPROVAL FOR ISSUE OF BONUS SHARES

To consider and if thought fit, to pass with or without modification, the following resolution as ***Ordinary Resolution:***

"**RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 Read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, Articles of Association, consent of the members, be and is hereby accorded that a sum of Rs. 296163100/- (Twenty Nine Crore Sixty One Lacs Sixty Three Thousand One hundred only) be capitalised out of the reserves set free for distribution amongst the equity shareholders by issue of 1.5 (One and a half) number of new equity shares of nominal value of Rs. 10/- as bonus issue for every 01 (One) number of existing equity shares of nominal value of Rs. 10/- each in ration of 1.5:1 credited as fully paid-up shares to the existing shareholders of the Company in the proportion of shares held by them;

RESOLVED FURTHER THAT any, Directors of the Company be and is hereby severally authorised on behalf of the Company to file the necessary E Forms MGT-14 and PAS-3 with the Registrar of Companies and to do all such acts, deeds matters and things as deem necessary or expedient to give effect to the aforesaid resolution."

ITEM NO.: 3

APPROVAL FOR INITIAL PUBLIC OFFER:

To consider and if thought fit, to pass with or without modification, the following resolution as ***Special Resolution:***

"**RESOLVED THAT** pursuant to the provisions of section 62(1)(c), section 23 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and the rules made thereunder, as amended from time to time (collectively referred to as the Act) and provisions of the Memorandum of Association and Articles of Association of the Company and Listing Agreement to be entered into with the Stock Exchange, where the Company's equity shares are proposed to be listed and subject to the approval to the extent necessary of the Government of India, Securities and Exchange Board of India (SEBI), the Registrar of Companies (ROC), Reserve Bank of India (RBI) and all other concerned statutory and other authorities and to the extent necessary, such other approvals, consents, permissions, sanctions and the like as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting

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such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board which shall include a duly authorized Committee for the time being exercising the powers conferred upon it by the Board including the powers conferred by this Resolution) and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956 ("SCRA"), and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI Regulations") and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by SEBI including any other applicable laws, rules and regulations issued by competent authorities (the "Applicable Laws"), the consent of the Members of the Company be and is hereby accorded, and the Board be and is hereby authorized to create, offer, issue and allot equity shares of the face value of Rs. 10/- (Rupees ten only) each, ranking pari-passu with the existing equity shares of the Company (the Equity Shares), at par or at a premium, so however that the total amount to be raised including amount of securities premium by such offerings shall not exceed Rs. 400 Crores (Rupees Four Hundred Crores Only) (the Issue); to any category of person or persons as permitted under applicable laws, who may or may not be the shareholder(s) of the Company as the Board may its sole discretion decide, through issue of offer documents (Initial Public Offer or IPO), Pre IPO placement or under Preferential Offer/ Allotment regulations of SEBI, and on the terms and conditions as the Board may in its absolute sole discretion decide including the price at which the equity shares are to be issued, at par or at premium and for cash or other consideration and the decision to determine the category or categories of investors to whom the offer, issue and allotment/transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT all the new equity shares as aforesaid to be issued and allotted in the manner aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu inter-se in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of oversubscription no allotment shall be made by the issuer in excess of the specified securities offered through the offer document: Provided that in case of oversubscription, an allotment of not more than ten per cent of the net offer to public may be made for the purpose of making allotment in minimum lots [As per the Regulation 268 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018].

RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute sole discretion may think most beneficial to the Company including offering or placing them with Banks/ Financial Institutions / Investment Institutions/ Mutual Funds/ Foreign Institutional Investors/ Bodies Corporate/ such other persons or otherwise as the Board may in its absolute sole discretion decide.

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RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, any of the Directors of the Company and/or any Committee of the Board, be and are hereby authorized, on behalf of the Company, to decide and approve the terms and conditions of the Issue, including but not limited to reservations for employees or other permitted categories, and shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the Issue, as it may consider expedient and to do all such acts, deeds, matters and things, as it may in its absolute sole discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in regard to the above offer, issue and allotment and utilization of the proceeds of the Issue, to liaise with regulatory authorities and further to do all such acts, deeds, matters and things and to negotiate and finalize all such deeds, documents and writings as may be necessary, desirable or expedient to give effect to the above resolution and to negotiate terms, appoint advisor(s), Merchant Banker (s), Registrar(s), any other intermediary/ intermediaries registered with SEBI, legal counsel or legal experts, advertising agents/agencies, consultants and to pay any fees, commission, remuneration, incur expenses and take such further steps as may be required necessary, incidental or ancillary for the allotment and listing of the aforesaid equity shares on the Stock Exchanges where the Company's equity shares are proposed to be listed, as may be decided by the Board, and to make such modifications without being required to seek further consents or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Board of Directors and/ or any Committee of the Board be and are hereby severally/jointly authorized to execute and sign the documents including undertakings, consent letters, power of attorney, certificates, forms etc., as may be required in connection with the above.

RESOLVED FURTHER THAT any Directors of the Company and/or any Committee of the Board, be and is hereby authorized to file the required forms with the Registrar of Companies, to take such action, give such directions, as may be necessary or desirable to give effect to this resolution and to do all such acts, matters, deeds and things, including but not limited to the allotment of equity shares against the valid applications received in the Initial Public Offering, as are in the best interests of the Company."

ITEM NO.: 4

APPOINTMENT OF MR. MOHD NASIR AS MANAGING DIRECTOR OF THE COMPANY:

*To consider and if thought fit, to pass with or without modification, the following resolution as **Special Resolution:***

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"RESOLVED THAT in accordance with the provision of section 196,197 and 203 read with the Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and the pursuant to provisions of Articles of Association of the Company and subject to any other approval, as may be required, the consent of the members of the company be and is hereby accorded for appointment of MR. MOHD NASIR (DIN: 02494514), as the Managing Director of the Company, for a period of five years with effect from 08 May, 2026 and the payment of such remuneration as may be determined by the Board or any of its committee, from time to time, within maximum limits of remuneration for Managing directors approved by the members of the company on such terms and conditions as set out in the forgoing resolution and the explanatory statement annexed to the notice of the meeting;

RESOLVED FURTHER THAT the Board of Directors or any of its Committee be and is hereby authorised to do all such acts, deeds, things, matters and take all such steps as may be necessary, proper or expedient to give effect to the forgoing resolution."

ITEM NO.: 5

TO APPROVE APPOINTMENT OF MR. ABHISHEK SINGH (DIN: 11707285) AS AN NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To Consider and approve the Appointment of An Independent Director of the Company and to Fix Their Remuneration, If Thought Fit, To Pass with Or Without Modification, As Special Resolution :

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 160 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Regulation 16 and 25 read with other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company MR. ABHISHEK SINGH (DIN: 11707285) appointed as an (Non-Executive-Independent Director) and who has submitted a declaration that he meets the criteria for independence as provided under the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term up to 5 consecutive years with effect from May 09, 2026 to May 08, 2031.

RESOLVED THAT any of the director for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

ITEM NO.: 6

RESIGNATION OF MR. MOHD NASIR AS THE CHIEF FINANCIAL OFFICER OF THE COMPANY

To Consider and approve the Resignation of Mr. Mohd Nasir as the chief financial officer of the company, If Thought Fit, To Pass with Or Without Modification, As Ordinary Resolution:

"**RESOLVED THAT** the resignation of MR. MOHD NASIR from the post of Chief Financial Officer of the Company be and is hereby accepted with effect from 08.05.2026.

RESOLVED FURTHER THAT the Board places on record their appreciation for the assistance and guidance provided by MR. MOHD NASIR during his tenure as CFO of the Company.

RESOLVED FURTHER THAT any directors of the Company be and is hereby authorized to do all such acts and deeds as may be deemed necessary to give effect to the above resolution."

ITEM NO.: 7

APPOINTMENT OF MR. RAHUL GULATI AS THE CHIEF FINANCIAL OFFICER OF THE COMPANY

"**RESOLVED THAT** Pursuant to Provisions of section 203 of Companies Act, 2013 Read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactment thereof for the time being in force), MR. RAHUL GULATI be and is hereby appointed as the Chief Financial Officer of the Company with effect 08.05.2026 at the term mutually agreed between MR. RAHUL GULATI and the Board of the Company in the Board meeting held on 08.05.2026.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to do all the acts deeds and things which are necessary for the aforesaid appointment and to send the necessary intimation in the prescribed e forms to the Registrar of Companies."

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ITEM NO.: 8

RESIGNATION OF MR. SONU KHAN (DIN: 02494497) AS THE MANAGING DIRECTOR OF THE COMPANY

To Consider and approve the Resignation of MR. SONU KHAN (DIN: 02494497) as the Managing Director of the Company, If Thought Fit, To Pass with Or Without Modification, As Ordinary Resolution:

"**RESOLVED THAT** the resignation of MR. SONU KHAN (DIN: 02494497) as the Managing Director of the Company be and is hereby accepted with effect from 08.05.2026.

RESOLVED FURTHER THAT the Board places on record their appreciation for the assistance and guidance provided by MR. SONU KHAN during his tenure as Managing Director of the Company.

RESOLVED FURTHER THAT any directors of the Company be and is hereby authorized to do all such acts and deeds as may be deemed necessary to give effect to the above resolution."

By Order of the Board

For and on behalf of

M K C Agro Fresh Limited

For MKC AGRO FRESH LIMITED

(Farha Naaz)

Company Secretary

ACS 36952

Place: Ghaziabad

Date: 08th May, 2026

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Copy, pursuant to Sub Section (3) of Section 101, to: -

1. Every Member of M K C Agro Fresh Limited;
2. All the Directors of M K C Agro Fresh Limited;

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING (AGM) MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE AGM. THE PROXY MUST BE DATED AND STAMPED. THE PROXY FORM IS ATTACHED ALONG WITH THIS NOTICE.

THE REGISTER OF DIRECTOR AND KEY MANAGERIAL PERSONNEL SHAREHOLDING MAINTAINED UNDER SECTION 170 OF COMPANIES ACT, 2013 SHALL BE OPEN FOR INSPECTION AT THE ANNUAL GENERAL MEETING.

CORPORATE MEMBERS ARE REQUIRED TO SEND A CERTIFIED TRUE COPY OF THE BOARD RESOLUTION, PURSUANT TO SECTION 113 OF THE COMPANIES ACT, 2013, AUTHORIZING THEIR REPRESENTATIVES TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.

MEMBERS, PROXIES AND AUTHORIZED REPRESENTATIVES ARE REQUESTED TO BRING TO THE MEETING, THE ATTENDANCE SLIP ENCLOSED HEREWITH, DULY COMPLETED AND SIGNED MENTIONING THEREIN DETAILS OF THEIR FOLIO NO. DUPLICATE ATTENDANCE SLIP OR COPIES OF THE REPORT AND ACCOUNTS WILL NOT BE MADE AVAILABLE AT THE AGM VENUE.

A ROUTE MAP SHOWING DIRECTIONS TO THE VENUE OF THE 16TH AGM IS GIVEN AT THE END OF THIS NOTICE AS PER THE REQUIREMENT OF THE SECRETARIAL STANDARD 2 ON GENERAL MEETINGS.

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PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	**U15122DL2009PLC187481**
Name of the Company	**M K C AGRO FRESH LIMITED**
Corporate Office	**D-12, New Sabzi Mandi, Sahibabad, Ghaziabad, Uttar Pradesh- 201010**

Name of the Member(s)	
Registered address	
E-mail I. d.	
Folio no./Client Id*	
DP ID	

I/We, being the member(s) of **M K C AGRO FRESH LIMITED** holding ____________ shares hereby appoint:

1 Name ....
Address ....
....
E-mail Id. ....
Signature .... or failing him

2. Name ....
Address ....
....
E-mail Id ....
Signature .... or failing him

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the **1st Extra-Ordinary General Meeting of the members of M K C AGRO FRESH LIMITED will be held on Saturday, 09th May, 2026, 04:00 P.M at the Corporate office of the company situated at D-12, New Sabzi Mandi, Sahibabad, Ghaziabad, Uttar Pradesh- 201010** and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Special/Ordinary Resolution	For	Against
1.	TO INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY		
2.	APPROVAL FOR ISSUE OF BONUS SHARES		
3.	APPROVAL FOR INITIAL PUBLIC OFFER		
4.	APPOINTMENT OF MR. MOHD NASIR AS MANAGING DIRECTOR OF THE COMPANY:		
5.	TO APPROVE APPOINTMENT OF MR. ABHISHEK SINGH (DIN: 11707285) AS AN NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY		
6.	RESIGNATION OF MR. MOHD NASIR AS THE CHIEF FINANCIAL OFFICER OF THE COMPANY		
7.	APPOINTMENT OF MR. RAHUL GULATI AS THE CHIEF FINANCIAL OFFICER OF THE COMPANY		

8.	RESIGNATION OF MR. SONU KHAN (DIN: 02494497) AS THE MANAGING DIRECTOR OF THE COMPANY		

Signed this________________________ day of _________ 2026.

Affix Revenue Stamp of Rs. 1/-

Signature of Shareholder **Signature of Proxy holder(s)**

Notes:

1. The Proxy Form, in order to be effective, should be duly completed and deposited at the Corporate Office of the Company not less than 48 (forty-eight) hours before the time fixed for the commencement of the Meeting.

2. A Proxy need not be a Shareholder of the Company.

3. This form of Proxy confers authority on the holder to demand or join in demanding a poll.

4. The submission by a Shareholder of this Proxy form will not preclude such Shareholder from attending in person and voting at the Meeting.

5. **This is optional. Please put a tick mark ( ) in the appropriate column against the Resolution indicated in the box. If a Shareholder leaves the "For" or "Against" column blank against any or all Resolutions, the Proxy will be entitled to vote in the manner he thinks appropriate. If a Shareholder wishes to abstain from voting on a particular Resolution, he should write, "abstain" across the boxes against that Resolution.

6. In case a Shareholder wishes his votes to be used differently, he should indicate the number of shares under the columns "For" and "Against", as appropriate.

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ROUTE MAP

Date: Saturday the 09th day of May, 2026 at 04.00 p.m

AGM Venue: Corporate office of the company situated at D-12, New Sabzi Mandi, Sahibabad, Ghaziabad, Uttar Pradesh- 201010

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 1 2 3 4 and 5 of the accompanying Notice dated 08th May, 2026:-

ITEM NO. 1: APPROVAL FOR INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

Post Sub division of the equity shares, the Authorised Share Capital of the Company is 14,00,00,000/- (Rupees Fourteen Crore only) consisting of 1,40,00,000 (One Crore Forty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each.

The Board, therefore, decided that the Authorised Share Capital of the company be increased to Rs. 39,61,63,100/- (Rupees Thirty Nine Crore Sixty One Lakh Sixty Three Thousand and One Hundred only) consisting of 3,96,16,310 (Three Crore Ninety Six Lakh Sixteen thousand Three hundred and ten only) Equity Shares of Rs. 10/- (Rupees Ten) each." to facilitate any fund raising in future via further issue of equity shares or to capitalize the reserve of the company.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013 ("the Act") and other applicable provisions of the Act, if any, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 1 of the accompanying Notice as Ordinary Resolution.

ITEM NO. 2: ISSUE OF BONUS SHARES

In appreciation of continuing support from shareholders of the Company, as recommended by the Audit Committee, the Board of Directors at its meeting held on 10th April, 2026, subject to consent of the Members of the Company, approved and recommended issue of bonus equity shares of Re. 10/- (Rupee Ten) each credited as fully paid-up to eligible members of the Company in the proportion of 1.5 (One and a half) new fully paid- up equity share of Re. 10/- (Rupee Ten) each for every 1 (One) existing fully paid-up equity shares of Re. 10/- (Rupee Ten) each held by them (i.e. in the ratio of

1.5:1), by capitalizing a sum not exceeding Rs. 296163100/- (Twenty Nine Crore Sixty One Lacs Sixty Three Thousand One hundred only) out of free reserves of the Company as on 31st March, 2026.

The Record Date for the aforesaid bonus issue of the Equity Shares shall be fixed by the Board of Directors.

In case of fractional entitlements arising out of the issue of bonus equity shares, the Board will make suitable arrangements to deal with such fractions for the benefit of the eligible Members.

The Bonus Shares, from the date of allotment thereof, shall rank pari- passu in all respect with the existing equity shares of the Company. No Letter of allotment shall be issued in relation to the said Bonus Shares. The respective beneficiary accounts will be credited for the Bonus Shares, or such shareholders who hold the existing equity shares in dematerialized/ electronic form, within the prescribed period.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company requires the approval of the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 2 of this Notice for approval of the Members as an Ordinary Resolution.

ITEM NO.: 3 APPROVAL FOR INITIAL PUBLIC OFFER

The Company proposes to undertake an initial public offering of Equity Shares. The Company intends to, at the discretion of the Board of Directors of the Company ("Board"), undertake the Offer and wants to list its Equity Shares at an opportune time in consultation with the book running lead managers ("BRLMs") and other advisors in relation to the Offer and subject to applicable regulatory approvals and other approvals, to the extent necessary.

The Company proposes to create, offer, issue and allot as decided time to time Equity Shares by way of a fresh issue in the Offer, out of the authorized share capital of the Company ("Fresh Issue") together with an offer of sale by certain existing shareholder(s), (the "Offer") on such terms and at such price or prices and at such time as may be considered appropriate by the Board or a duly authorized committee thereof, in consultation with the BRLMs, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public offer by way of book building method under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and the Securities Contracts (Regulation) Rules, 1957.

The Equity Shares, if any, allotted vide the Offer shall rank in all respects pari passu with the existing Equity Shares of the Company. The net proceeds of the Offer will be utilised for the purposes that shall be disclosed in the pre-filed draft red herring prospectus / draft red herring prospectus, updated draft red herring prospectus-I, updated draft red herring prospectus-II, red herring prospectus and the prospectus. The Board has the authority to modify the above objects on the basis of the requirements of the Company, subject to Applicable Laws. The price at which the Equity Shares will be allotted through the Offer, as well as the price band within which bidders in the Offer will be able to put in bids for Equity Shares offered in the Offer shall be determined and finalised by the Company in consultation with the BRLMs to the Offer, in accordance with applicable laws. The Equity Shares are proposed to be listed on one or more recognized stock exchanges as determined by the Board at its absolute discretion and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

In view of the above and in terms of Sections 23, 62(1)(c) and other applicable provisions of the Act and the rules and regulations made thereunder, each as amended, the approval of the shareholders of the Company is being sought by way of special resolution.

The Board recommends the Special Resolution at Item No. 3 of the accompanying Notice, for approval of the Members of the Company.

None of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested either directly or indirectly in the aforesaid Resolution, except to the extent of their shareholding in the Company.

ITEM NO.: 4

APPOINTMENT OF MR. MOHD NASIR AS MANAGING DIRECTOR OF THE COMPANY:

Mr. Mohd Nasir is serving as Director of the company w.e.f 11.02.2009 Subsequently, the Board in line with the recommendation of the NRC at their respective meetings held on May 08, 2026, appointed Mr. Mohd Nasir as a Managing Director of the Company for a period of Five year from May 08, 2026 upto May 07, 2031, subject to the approval of the Members of the Company.

Mr. Mohd Nasir is not dis-qualified from being appointed as Director or Managing Director in terms of Section 164 of the Companies Act, 2013. He has communicated is willingness to be appointed and has given his consent to act as Managing Director of the Company. He satisfies all the conditions set out in Section 196(3) of the and Part-I of the Schedule V thereof and hence, is eligible for appointment.

A brief profile of Mr. Mohd Nasir is provided in the "Annexure" to the notice pursuant to provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

It is proposed to seek Members' approval for the appointment and the remuneration payable to Mr. Mohd Nasir as a Managing Director, in terms of the applicable provisions of the said Act and the Rules made thereunder.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Mohd Nasir are as under:

(a) Salary:

Basic Salary: 18,00,000/- Amount per annum

(b) Perquisites and Allowance:

i. Company's contribution to provident fund, superannuation or annuity fund, gratuity payable, statutory contribution to retirement funds and encashment of leave, as per rules of the Company, shall be in addition to the Basic salary mentioned under (a) above and as per the limits prescribed under the applicable laws of the country.

ii. The managing Director shall be entitled to perquisites for a maximum sum of Rs. 18000000 per annum, which includes rent free accommodation (furnished or otherwise) for self with family or house rent allowance in lieu thereof, Company car with chauffeur, house maintenance allowance together with reimbursement of expenses and/or allowances for telephone at residence/cellular phones, utilization of gas, electricity, water, furnishing and repairs, club membership fees, medical assistance coverage, leave travel concession for self and family and other benefits/allowances with the scheme(s) and rule(s) of the Company from time to time, for aforesaid benefits.

(c) Reimbursement of Expenses:

The Managing Director shall be reimbursed at actual for all the expenses incurred by him for travelling, boarding and lodging including for his spouse during business trips conducted on behalf of the Company. These reimbursement of expenses will not be included in the calculation of the remuneration or perquisites of the Managing Director.

(d) Bonus/Employees Stock options:

The Managing Director shall be paid Performance Linked Bonus in each financial year, based on the performance parameters as may be determined by the Board of Directors or any of its Committee. These bonuses shall not be considered as a part of perquisites.

The Managing Director may be granted employees stock options from time to time, which shall not be considered as a part of perquisites above.

(e) Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year, during the currency of the term of the Managing Director, the Company will pay remuneration to the Managing Director, within the maximum ceiling per annum as per Section II of Part II of Schedule V to the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, as per recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors.

(f) Commission on Profits:

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The Managing Director may be paid during a financial year commission on profits for that year at a rate as may be determined by the Board of Directors or its committees. Such commission on profits shall be included in the calculation for the aggregate remuneration payable to Managing Director/whole time Directors in a financial year by way of salary, perquisites and allowances, incentives/bonus/performance linked incentive, remuneration based on net profits, etc. which shall not exceed in the aggregate one percent of the net profits of the company in that financial year as computed in the manner laid down in Section 198 of the Companies Act, 2013.

Mr. Mohd Nasir holds 9,71,415 equity shares of the face value of Rs. 10/- each in the Company, which amounts to 8.20% of the total number of equity shares of the Company.

Mr. Mohd Nasir has been associated with the Company for last 17 years and has contributed a great value in the growth and success of the Company with his rich expertise in the industry where the Company operates. It would be in the interest of the Company to avail of his considerable expertise and appoint him as Managing Director of the Company.

This Explanatory Statement may be considered as the requisite abstract under Section 190 of the Companies Act, 2013, setting out the terms and conditions of appointment of Mr. Mohd Nasir as the Managing Director of the Company.

Directors recommend Item No 4 for the approval of the Members by way of passing an Ordinary Resolution.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

ITEM NO.: 5

TO APPROVE APPOINTMENT OF MR. ABHISHEK SINGH (DIN: 11707285) AS AN NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

Based on the recommendation of the Nomination & Remuneration Committee the Resolution passed on 08th May, 2026, proposed the appointment of MR. ABHISHEK SINGH (DIN: 11707285) as an Independent Director of the Company for a First term of 5 (five) consecutive years commencing from 09th May, 2025 up to 08th May, 2031 (both days inclusive), for the approval of the Members by way of a Special Resolution.

In accordance with provisions of the Companies Act, 2013, In accordance with the provisions of Section 149 of Companies Act, 2013, MR. ABHISHEK SINGH (DIN: 11707285) is eligible to be appointed as an Independent Director for a term up to five years.

A brief profile of MR. ABHISHEK SINGH (DIN: 11707285), including nature of her expertise, is provided as Annexure I of this Notice. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for appointment of MR. ABHISHEK SINGH (DIN: 11707285) as Independent Director of the Company for a term up to 5 years with effect from conclusion of this EGM.

The Company has also received a declaration from MR. ABHISHEK SINGH (DIN: 11707285) declaring that he meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company other than MR. ABHISHEK SINGH (DIN: 11707285), are concerned or interested, financially or otherwise, in the resolution

By Order of the Board

For and on behalf of

M K C Agro Fresh Limited

For MKC AGRO FRESH LIMITED

Authorised Signatory

(Farha Naaz)

Company Secretary

ACS 36952

Place: Ghaziabad
Date: 8th May, 2026

Annexure-1

Details of Directors Seeking Appointment / Fixation of Director's Remuneration at the Extraordinary General Meeting, as required under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI)

1.

NAME	**MOHD NASIR**
DIN	02494514
AGE	40 years
EDUCATIONAL QUALIFICATION	Undergraduate
PROFESSIONAL EXPERIENCE	15+ years Experience in MKC Agro Fresh Limited, CA & FCOJ Specialist, Greenfield Projects Network
CURRENT DESIGNATION	Director
PAST EXPERIENCE	CFO of M K C Agro Fresh Limited
AREAS OF EXPERTISE	CORE EXPERTISE

EXPERTISE	1.Greenfield project delivery 2.CA cold chain development 3.FCOJ plant operations 4.Financial leadership 5.Tech & modernisation 6.Supply chain optimisation
SHAREHOLDING IN COMPANY	Holding 9714150 shares which is 8.20% of total paid up capital
RELATIONSHIP WITH DIRECTORS	Brother of Directors Mr. Shadab Khan and Mr. Sonu Khan
KEY ACHIEVEMENTS	KEY MILESTONES 2009 Joined MKC Agro Fresh Limited and Appointed Director Began his journey with the company in a financial and operational capacity, building foundational expertise in agri-supply chains and cold chain logistics. Recognised for exceptional leadership and project delivery, Mr. Nasir was elevated to the Board as Director, taking on expanded strategic responsibilities for infrastructure, operations, and technology transformation initiatives. 2014–15 CA facility — Greater Noida, Uttar Pradesh Spearheaded the end-to-end development of a state-of-the-art Controlled Atmosphere (CA) cold storage facility in Greater Noida, UP - now fully commissioned. The plant extends shelf life of premium fruits and strengthens MKC's cold chain backbone across North India. 2024–Present FCOJ plant — Amravati, Maharashtra (in progress) Currently leading the development of MKC's Frozen Concentrated Orange Juice (FCOJ) processing plant in Amravati - India's heartland for Nagpur oranges. The facility is in its final completion stage and is set to position MKC as a significant player in the value-added citrus processing segment, serving both domestic and export markets. 15+ Years with MKC

	2- Greenfield plants delivered 5000+ MT CA storage capacity

2.

NAME	**MR. ABHISHEK SINGH**
DIN	11707285
AGE	48 years
EDUCATIONAL QUALIFICATION	Post Graduation
PROFESSIONAL EXPERIENCE	**ROSNI AGRI INFORMATION PVT LTD** Since Oct 01 2024- Head - Supply Chain Solution and Business Development since Oct 2024 **DABUR INDIA LTD** Sept 28 2010 to Sept 30 2024. DGM (July 2022 to Sept 2024) - Sr. Manager (July 2018 to June 2022) - Manager (July 2014 to June 2018) - Dy Manager (Sept 2010 to June 2014) **REUTERS INDIA PVT LTD,** July 24 2008 to Sept 27 2010 Information enterprise, THOMSON REUTERS Group Company Content Sourcing Manager – Agriculture & rural information (North India) in Project Reuters Market Light **RELIGARE COMMODITIES LTD, NEW DELHI** Sept 01 2007 to July 23 2008 A premier Commodities Trading house, A RANBAXY Promoter Group Company, Manager - Commodities Business Development **MULTI-COMMODITY EXCHANGE OF INDIA LIMITED**, MUMBAI Sept 07 2005 – Aug 31 2007 A Premier Futures Trading platform provider authorized by Finance ministry and governed by FMC (Futures Markets Commission). Product Manager (Product Knowledge Management) – Agri commodities.

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	JCT LTD, PHAGWARA Oct 10 2004 – Sept 05 2005 India's one of the largest ISO 9001 certified textile plant in the private sector with turnover around 600 crores, a Thaper Group company. Officer: Raw Material management and Logistics, Phagwara, Punjab.
CURRENT DESIGNATION	Head - Supply Chain Solution and Business Development in ROSNI AGRI INFORMATION PVT LTD
PAST EXPERIENCE	Same as above in professional experience
AREAS OF EXPERTISE	Sourcing | Contracts | Content | Negotiations | Product Development, Project management | Spot & Futures Market Development | Bulk Handling, Strategic Planning | Price trend and Cost Analysis | Supplier Management, Innovative leadership | Cogent communication | Results oriented | Presentation skill
SHAREHOLDING IN COMPANY	NIL
RELATIONSHIP WITH DIRECTORS	No Relation with Directors
KEY ACHIEVEMENTS	Achievements: • Developed Contents on Market Intelligence for the state of HP HR PB RJ UP, over all covering the 500 APMC markets for all important commodities like Basmati, Cotton, Paddy, Wheat, Mustard, Barley, Bajra, Sugarcane, Soybean, Maize, Potato, Apple, important Fruits & Vegetables, Animal feed & Poultry, agriculture waste & biomass etc. • Developed new products on wheat – paddy & crop residues (biomass), potato, livestock, animal feed & poultry, renewable energy content, based on North Indian farmers requirement. • Signed MoU with Indian Institute of Sugarcane Research Lucknow & CIPHET Ludhiana. Developed necessary links with some imp Institutes like IARI, NDRI, IVRI, IIPR, CSSRI, DWR, DMR, CPRI, State Agriculture Universities etc. • Liaising with State Agriculture Market Boards – PSAMB, HSAMB, HPSAMB etc for sharing the information. Developed necessary link with UP Mandi Parishad, UPDASP etc. • Achieved the Best Performer Award of RML for the Year 2008 - 09.

	• Successful handling of customer portfolio of over 30,000. IMRB customer survey of Jan 2010 has resulted the over 90% satisfaction with RML content & services under my supervision. • Business development for increasing turnover in Cotton contract (>10 crore per day) and Potato contracts (for Agra & Tarkeshwar contracts with >10 crore per day). • Management of cold storages at Agra, UP and Tarkeshwar, WB for Potato contracts and handled the delivery of over 10,000 tones including both locations, • Published the book on "Potatoes – A MCX Success Story" and designed the futures trading education material for Cotton. • Designed contracts, delivery mechanism and modification of existing contracts of Potato (Agra, UP), Potato (Tarkeshwar, WB), cotton medium (Abohar, Punjab) and long staple (Kadi, Gujarat). • Conducted projects on supply chain of Onion, Potato, Tomato, Apple, Banana and Citrus fruits along with Safal National Exchange for spot trading development and many more