MKC
the trusted ones...

MKC AGRO FRESH LIMITED

SHORTER NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Shorter Notice is hereby given that the 2nd Extra-Ordinary General Meeting of the members of **M K C AGRO FRESH LIMITED** will be held on Wednesday, 15th July, 2026, 04:00 P.M at the Corporate office of the company situated at C - 44 & 45, SITE - C, Surajpur Industrial Area, Greater Noida, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201306 to transact the following businesses:

SPECIAL BUSINESS:

ITEM NO.: 1

TO APPROVE APPOINTMENT OF MR. SONU KHAN (DIN: 02494497) AS THE WHOLE-TIME DIRECTOR, DESIGNATED EXECUTIVE DIRECTOR OF THE COMPANY FOR THE PERIOD FROM JULY 15, 2026 TO JULY 14, 2031 AND IN THIS REGARD PASS THE FOLLOWING RESOLUTION AS

Ordinary Resolution:

*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 Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force, and pursuant to the Articles of Association of the Company, consent of the Members be and is hereby accorded for the appointment of Mr. Sonu Khan (DIN: 02494497) as the Whole-time Director, designated as Executive Director, of the Company for a period of five (5) consecutive years, commencing from July 15, 2026 and ending on July 14, 2031, upon such terms and conditions, including remuneration, perquisites and other benefits as approved by the Board of Directors and as may be modified from time to time within the limits prescribed under the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Sonu Khan shall devote his whole time and attention to the business and affairs of the Company and shall exercise such powers and perform such duties as may be entrusted to him by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof) be and is hereby authorised to alter, vary or revise the terms and conditions of appointment and remuneration of Mr. Sonu Khan, from time to time, within the limits prescribed under the Companies Act, 2013 and Schedule V thereto.

RESOLVED FURTHER THAT any Director be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, including filing of necessary forms and returns with the Registrar of Companies and other statutory authorities."

ITEM NO.: 2

TO APPROVE APPOINTMENT OF MR. SHADAB KHAN (DIN: 02494487) AS THE WHOLE-TIME DIRECTOR, DESIGNATED EXECUTIVE DIRECTOR OF THE COMPANY FOR THE PERIOD FROM JULY 15, 2026 TO JULY 14, 2031 AND IN THIS REGARD PASS THE FOLLOWING RESOLUTION AS

Ordinary Resolution:

*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 Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force, and pursuant to the Articles of Association of the Company, consent of the Members be and is hereby accorded for the appointment of MR. SHADAB KHAN (DIN: 02494487) as the Whole-time Director, designated as Executive Director, of the Company for a period of five (5) consecutive years, commencing from July 15, 2026 and ending on July 14, 2031, upon such terms and conditions, including remuneration, perquisites and other benefits as approved by the Board of Directors and as may be modified from time to time within the limits prescribed under the Companies Act, 2013.

RESOLVED FURTHER THAT MR. SHADAB KHAN shall devote his whole time and attention to the business and affairs of the Company and shall exercise such powers and perform such duties as may be entrusted to him by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof) be and is hereby authorised to alter, vary or revise the terms and conditions of appointment and remuneration of MR. SHADAB KHAN, from time to time, within the limits prescribed under the Companies Act, 2013 and Schedule V thereto.

RESOLVED FURTHER THAT any Director be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, including filing of necessary forms and returns with the Registrar of Companies and other statutory authorities."

ITEM NO.: 3

APPROVAL FOR THE RAISING OF FUNDS THROUGH INITIAL PUBLIC OFFERING (IPO).

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 Sections 23, Section 62 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) ("**Companies Act**"), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, 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 ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by Government of India ("**GoI**"), Securities Exchange Board of India ("**SEBI**") or Reserve Bank of India ("**RBI**"), Department for Promotion of Industry and Internal Trade ("**DPIIT**") and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or reenactment thereof for the time being in force) (collectively, the "**Applicable Laws**"), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the stock exchange where the Equity Shares are proposed to be listed ("**Stock Exchanges**"), and subject to any approvals from the GoI, the Registrar of Companies ("**ROC**"), SEBI, RBI, the Department of Economic Affairs, Ministry of Finance, Government of India ("**DEA**"), Ministry of Commerce and Industry, Government of India, DPIIT, the Insurance Regulatory and Development Authority of India and all other appropriate statutory authorities and departments ("**Regulatory Authorities**"), and such other approvals, consents, waivers, permissions and sanctions, the consent, approval and authority of the members of the company by way of special resolution be and are hereby accorded to the Board of Directors of the Company to create, offer, issue and allot up to 99,99,000 (Ninety Nine Lakhs Ninety Nine Thousand) Equity Shares of face value of INR 10/- only each of the Company ("**Equity Shares**") **("Fresh Issue")** and offer for sale up to 68,11,751 (Sixty Eight Lakh Eleven Thousand Seven Hundred and Fifty One) Equity Shares of face value of INR 10/- only, ("**Offer for Sale**"), aggregating up to 1,68,10,751 (One Crore Sixty Eight Lakh Ten Thousand Seven Hundred and Fifty One) Equity Shares of face value of INR 10/- ("**Offer**"), at a price to be determined in consultation with the book running lead managers appointed in respect of the Offer ("**BRLM(s)**"), by the book built process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Law, at such premium per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLMs in accordance with the SEBI ICDR Regulations, out of the authorized share capital of the Company to any category of person(s) as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors and qualified institutional buyers, one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual investors or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively referred to as the "**Investors**") by way of the Offer in consultation with the BRLMs and/or underwriters and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs through an offer document, prospectus and/or an offering memorandum, as required, and the decision to determine the category or categories of investors to whom the transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLMs, underwriters and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board, and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion thinks fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to proceed on behalf of the Company to allocate such percentage of the Offer, as may be determined by the Board, as may be permissible in accordance with Applicable Laws, and to do all such other acts, deeds, matters and things as the Board may, from time to time, decide including, without limitation, to negotiate, finalize and execute any document or agreement and any amendments or supplements thereto and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and execute the Offer Document (including Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus), Application Form, appointment of BRLMs, Registrar to the Offer, Banker(s) to the Offer, Refund banker(s), Depository Participants, Monitoring Agency, Custodians, Legal Advisors to the Offer, Peer Review Auditor, Underwriters, as may be applicable, and such other intermediaries as specified in the Applicable Laws, rules, regulations and guidelines, for the time being in force, and as may be deemed necessary to carry out/settle any question arising out of or in relation to the proposed Offer, enter into stand-by-arrangement with Brokers / Bankers for the whole or the part of the Offer and on such terms and conditions within the broad framework of parameters as prescribed by the concerned Authorities, and do all such acts, deeds and things as it may, in its sole discretion, deem necessary and settle any or all matters arising with respect to the Offer, allotment and utilization of the proceeds of the issue of Equity Shares and further do all such acts, deeds and things and finalize and execute all such deeds, documents, agreements and writings, and such other activities as may be necessary for the purpose of giving effect to all the resolutions pertaining to the proposed IPO, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or such Committee thereof as the Board may constitute in this regard.

RESOLVED FURTHER THAT the Equity Shares allotted under the Offer shall be subject to the Memorandum and Articles of Association of the Company and rank *pari passu* with the existing Equity Shares of the Company, in all respects, including rights in respect of dividend.

RESOLVED FURTHER THAT the Board either by itself or a committee constituted by the Board be and is hereby authorized to do all such acts, deeds, and things as the Board or such committee, in its absolute discretion, deems necessary or desirable in connection with the Offer, including, without limitation, the following:

a) constituting a committee for the purposes of any issue, offer and allotment of Equity Shares, credit of Equity Shares to the demat accounts of the successful allottees and other matters in connection with or incidental to the Offer, including the pricing and terms of the Equity Shares, the Offer Price, the price band, the size and all other terms and conditions of the Offer including the number of Equity Shares to be issued, offered and transferred in the Offer, the bid/ Offer opening and bid/ Offer closing date, determining the anchor investor portion and allocating such number of Equity Shares to Anchor Investors as may be decided by the Company, in collaboration with the BRLMs in accordance with the SEBI ICDR Regulations and to constitute such other committees of the Board, as may be required under Applicable Laws;

b) authorizing any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with any issue, offer and allotment of Equity Shares in the Offer;

c) giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;

d) to invite the existing shareholders of the Company to participate in the Offer for Sale component of the Offer at the same price as in the Offer;

e) seeking, if required, any approval, consent or waiver from the Company's lenders, wherever applicable, industry data providers and/or parties with whom the Company has entered into various commercial and other agreements including, without limitation, customers, suppliers, strategic partners of the Company, and/or any/all government and regulatory authorities in India, including the RBI and SEBI and/or any other approvals, consents or waivers that may be required in connection with any issue, offer and allotment of Equity Shares and approving and issuing advertisements in relation to the Offer, and taking such actions or give such directions as may be necessary or desirable and to obtain such approvals, permissions, consents, sanctions, as it may deem fit;

f) settling any question, doubt or difficulty that may arise with regard to or in relation to raising funds in the Offer;

g) approving suitable policies on insider trading, whistleblowing, risk management, and any other policies as may be required under the Applicable Laws;

h) deciding, in consultation with the BRLMs, the pricing and terms of the Equity Shares, the Offer Price, the price band (including the offer price for anchor investors), the size and all other terms and conditions of the Offer including the number of Equity Shares to be offered in the Offer, the Bid/ Offer Opening and Bid/ Offer Closing Date (including bid opening and bid closing dates for anchor investors), Discount (if any), Reservation and all other related matters, including the determination of the minimum subscription for the Offer, in accordance with the Applicable Laws;

i) deciding, in consultation with the BRLMs, size, timing (including opening and closing dates), pricing, the terms of the Offer of Equity Shares, and all other related matters regarding the Pre-IPO placement, if any, including the execution of the relevant documents with the investors, and rounding off, if any, in the event of oversubscription and in accordance with Applicable Laws;

j) approving the draft red herring prospectus ("**DRHP**"), the red herring prospectus ("**RHP**") and the prospectus ("**Prospectus**"), the abridged prospectus, confirmation of allocation notes, application forms (including amending, varying, supplementing or modifying the same, or providing any notices, addenda or corrigenda thereto, together with any summaries thereof as may be considered desirable or expedient) in relation to the Offer as finalized by the Company, in consultation with the BRLMs, in accordance with the Applicable Laws;

k) deciding in consultation with the BRLMs, the withdrawal of the DRHP, the RHP or any decision of not to proceed with the Offer at any stage in accordance with the Applicable Laws;

l) seeking the listing and trading approval of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing and trading approval;

m) appointing, in consultation with the BRLMs, the registrar, the advertisement agency, the monitoring agency and other intermediaries to the Offer, in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws including legal counsels, banks or agencies concerned and entering into any agreements including the offer agreement, syndicate agreement, cash escrow and sponsor bank agreement, share escrow agreement, underwriting agreement, agreements with the registrar to the Offer and the adverting agency(ies) and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever, any amendment(s) or addenda thereto or other instruments for such purpose, to remunerate all such intermediaries/agencies including the payment of commissions, brokerages, etc. and to terminate any agreements or arrangements with such intermediaries/agents;

n) finalizing or arranging the submission of the DRHP to be submitted to the Exchanges and/or to the SEBI (if required) for receiving comments, the RHP and the Prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient) to be filed with the ROC and any corrigendum, amendments, supplements thereto;

o) authorizing the maintenance of a register of holders of the Equity Shares;

p) finalizing the basis of allotment of the Equity Shares in accordance with the Applicable Laws;

q) to issue advertisements in such newspapers as it may deem fit and proper in accordance with the SEBI ICDR Regulations and Applicable Laws;

r) to open and operate separate escrow accounts or any other account, with scheduled banks to receive applications along with application monies in relation to the Offer in terms of provisions of the Companies Act and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

s) to open, maintain, operate and close a bank account of the Company in terms of the share escrow agreement and cash escrow and sponsor bank agreement for the handling of refunds for the offer and to authorise one or more officers/employees of the Company to execute all documents/deeds as may be necessary in this regard;

t) to submit undertaking/certificates or provide clarifications to SEBI and the Stock Exchanges where the Equity Shares of the Company are proposed to be listed;

u) to make applications to the Stock Exchanges for in-principle and final approval for listing of its equity shares and to execute and to deliver or arrange the delivery and file such papers and documents with the Stock Exchanges, including a copy of the DRHP filed with the SEBI, as may be required for this purpose;

v) accepting and appropriating the proceeds of the Offer in accordance with the Applicable Laws;

w) authorizing and approving, in consultation with the BRLMs, the incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;

x) delegating its powers as may be deemed necessary and to the extent allowed under Applicable Laws to the officials of the Company; and

y) doing or carrying out any other acts, deeds, negotiating and executing any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavit(s), declarations and certificates, and/or giving such direction, including any direction to settle all questions, removing any difficulties or doubts that may arise from time to time in relation to the Offer or allotment of the Equity Shares in the Offer and utilizing the Offer Proceeds, in such manner as the Board may deem fit, and giving such directions and/or instructions as it may from time to time decide and accepting and giving effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, and taking such actions, or giving such directions as may be necessary or desirable and as it deems fit or as may be necessary or desirable with regard to the Offer.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things necessary under applicable provisions of laws, rules and regulations and subject to approvals, consents, permissions and sanctions from any authority/ies for the listing of Equity Shares on the Stock Exchange in India, and to enter into agreements, deeds, documents and/or incur costs in connection with the said listing, and to enter into depository arrangements to enable members of the Company to trade in Equity Shares in a dematerialized form with regard to any such issue or allotment as it may in its absolute discretion deem fit and all such other acts necessary for the listing without being required to seek any further consent or approval of the members."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and sign and execute such documents and writs and give such directions, as may be necessary or desirable to give effect to this resolution.

RESOLVED FURTHER THAT the Board may authorize the Committee to take decisions with regard to the IPO as it may, in its absolute discretion deem fit and proper in the interest of the Company, without requiring any further approval of the shareholders of the Company.

RESOLVED FURTHER THAT, the Board be and is hereby further authorized to delegate all or any of the powers herein conferred to the Committee of the Company or any other officer or officers of the Company to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and/ or a duly constituted committee thereof, including the IPO committee and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in doing so, and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be

RESOLVED FURTHER THAT any member of the Board be and is hereby authorized to take all steps for giving effect to the aforesaid resolution, including issuing certified true copies of this resolution various authorities and filing necessary forms with the ROC.

ITEM NO.: 4

ADOPTION OF THE NEW ARTICLES OF ASSOCIATION OF THE COMPANY FOR COMPLIANCE WITH THE LISTING REQUIREMENTS OF THE STOCK EXCHANGES

*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 14 and other applicable provisions of the Companies Act, the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, and in order to align the articles of association with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the requirements of the stock exchange(s) where the securities of the Company are proposed to be listed and in accordance with the enabling provisions of the memorandum and articles of association and subject to the applicable provisions of any other applicable law, the consent and approval of the shareholders of the Company be and are hereby accorded for substitution of the existing set of articles of association of the Company with the new set of articles of association of the Company, as tabled before the members, and the same be approved and adopted as the new articles of association of the Company in total exclusion and substitution of the existing articles of association of the Company."

"RESOLVED FURTHER THAT, any Director of the company, be and are hereby severally authorized to file necessary forms with the concerned Registrar of Companies, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

"**RESOLVED FURTHER THAT**, a copy of the above resolution, certified to be true by any Director or the Company Secretary, be forwarded to concerned authorities for necessary actions."

By Order of the Board

For and on behalf of

M K C Agro Fresh Limited

(Farha Naaz)

Company Secretary

ACS 36952

Place: Noida

Date: 14th July, 2026

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.

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	**C - 44 & 45, SITE - C, Surajpur Industrial Area, Greater Noida, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201306**

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 **2nd Extra-Ordinary General Meeting of the members of M K C AGRO FRESH LIMITED will be held on Wednesday, 15th July, 2026, 04:00 P.M at the Corporate office of the company situated at C - 44 & 45, SITE - C, Surajpur Industrial Area, Greater Noida, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201306** and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	**Special/Ordinary Resolution**	**For**	**Against**
1.	To approve appointment of mr. sonu khan (din: 02494497) as the whole-time director, designated executive director of the company for the period from july 03, 2026 to july 02, 2031.		
2.	To approve appointment of mr. shadab khan (din: 02494487) as the whole-time director, designated executive director of the company for the period from july 03, 2026 to july 02, 2031		
3.	Approval for the raising of funds through initial public offering (ipo)		

4.	Adoption of the new articles of association of the company for compliance with the listing requirements of the stock exchanges		

Affix Revenue Stamp of Rs. 1/-

Signed this_______________ day of _________ 2026.

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

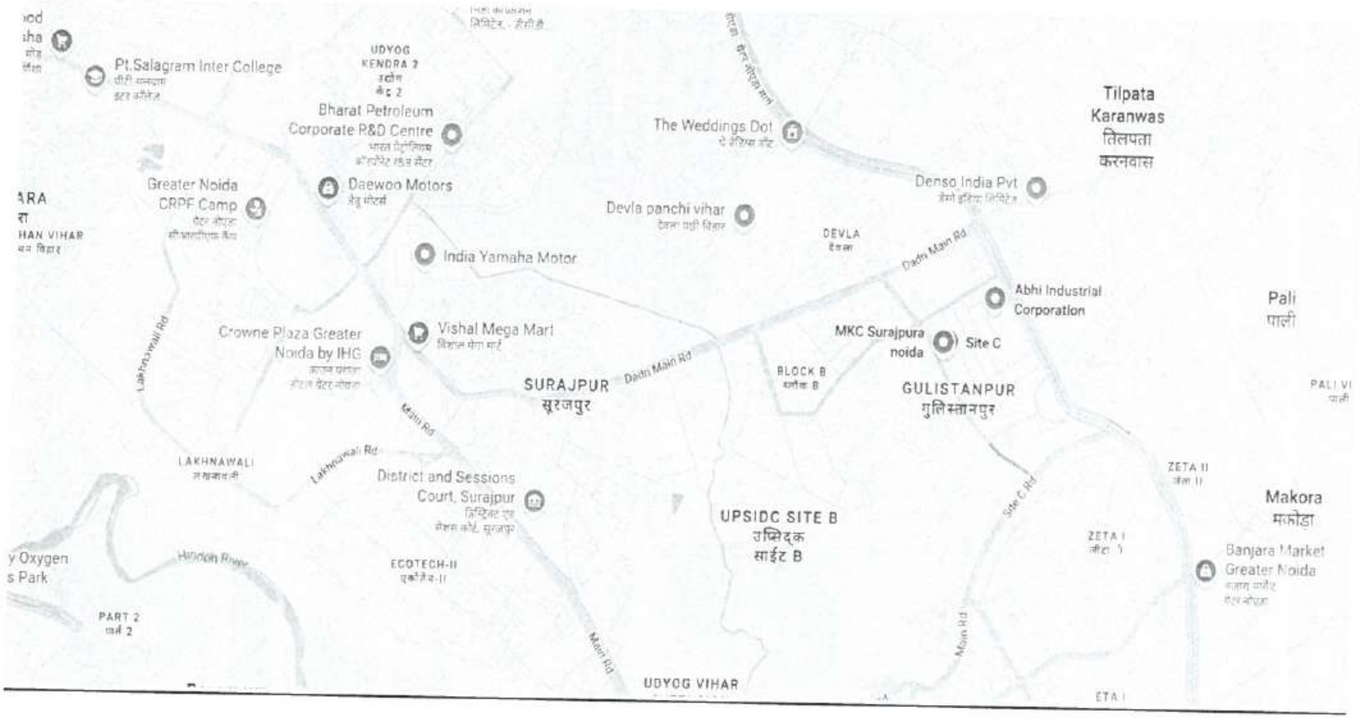
Notes:

1. The Proxy Form, in order to be effective, should be duly completed and deposited at the Corporate Office of the Company 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.

ROUTE MAP

Date: Wednesday the 15th day of July, 2026 at 04.00 p.m

EGM Venue: Corporate office of the company situated at C - 44 & 45, SITE - C, Surajpur Industrial Area, Greater Noida, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201306



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 and 4 of the accompanying Notice dated 14th July, 2026:-

ITEM NO.: 1

TO APPROVE APPOINTMENT OF MR. SONU KHAN (DIN: 02494497) AS THE WHOLE-TIME DIRECTOR, DESIGNATED EXECUTIVE DIRECTOR OF THE COMPANY FOR THE PERIOD FROM JULY 15, 2026 TO JULY 14, 2031

The Board of Directors, at its meeting held on July 15, 2026, approved the appointment of Mr. Sonu Khan (DIN: 02494497) as the Whole-time Director, designated as Executive Director, of the Company for a period of five (5) years commencing from July 15, 2026 and ending on July 14, 2031, subject to the approval of the Members of the Company.

Mr. Sonu Khan possesses rich experience in the business operations, strategic planning, administration and management of the Company. The Board believes that his continued leadership and expertise will significantly contribute towards the growth and development of the Company.

The principal terms of his appointment are as follows:

Designation: Whole-time Director (Executive Director)

DIN: 02494497

Term: Five years (15 July 2026 to 14 July 2031)

Nature of Employment: Whole-time employment with the Company.

Remuneration: As approved by the Board of Directors and within the limits prescribed under Sections 197 and Schedule V of the Companies Act, 2013. The Board shall have the authority to revise the remuneration from time to time within the statutory limits.

Mr. Sonu Khan satisfies all the conditions specified under the Companies Act, 2013 for appointment as a Whole-time Director and has furnished:

1. Consent to act as Director in Form DIR-2;
2. Declaration confirming that he is not disqualified under Section 164 of the Companies Act, 2013; and
3. Disclosure of interest in Form MBP-1, wherever applicable.

The Board recommends the Ordinary Resolution set out at Item No. 1 for approval by the Members.

Except Mr. Sonu Khan and his relatives, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO.: 2

TO APPROVE APPOINTMENT OF MR. SHADAB KHAN (DIN: 02494487) AS THE WHOLE-TIME DIRECTOR, DESIGNATED EXECUTIVE DIRECTOR OF THE COMPANY FOR THE PERIOD FROM JULY 15, 2026 TO JULY 14, 2031

The Board of Directors, at its meeting held on July 15, 2026, approved the appointment of MR. SHADAB KHAN (DIN: 02494487) as the Whole-time Director, designated as Executive Director, of the Company for a period of five (5) years commencing from July 15, 2026 and ending on July 14, 2031, subject to the approval of the Members of the Company.

MR. SHADAB KHAN possesses rich experience in the business operations, strategic planning, administration and management of the Company. The Board believes that his continued leadership and expertise will significantly contribute towards the growth and development of the Company.

The principal terms of his appointment are as follows:

Designation: Whole-time Director (Executive Director)

DIN: 02494487

Term: Five years (15 July 2026 to 14 July 2031)

Nature of Employment: Whole-time employment with the Company.

Remuneration: As approved by the Board of Directors and within the limits prescribed under Sections 197 and Schedule V of the Companies Act, 2013. The Board shall have the authority to revise the remuneration from time to time within the statutory limits.

MR. SHADAB KHAN satisfies all the conditions specified under the Companies Act, 2013 for appointment as a Whole-time Director and has furnished:

4. Consent to act as Director in Form DIR-2;
5. Declaration confirming that he is not disqualified under Section 164 of the Companies Act, 2013; and

6. Disclosure of interest in Form MBP-1, wherever applicable.

The Board recommends the Ordinary Resolution set out at Item No. 1 for approval by the Members.

Except MR. SHADAB KHAN and his relatives, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 3 APPROVAL FOR THE RAISING OF FUNDS THROUGH INITIAL PUBLIC OFFERING (IPO).

The members are hereby informed that, considering the future expansion and business growth prospects, the Company proposes to raise funds by creating, offering, issuing, and allotting up to 99,99,000 (Ninety Nine Lakhs Ninety Nine Thousand) equity shares of face value of ₹10/- (Rupees Ten Only) each of the Company ("**Equity Shares**"), ("**Fresh Issue**") and offer for sale up to 68,11,751 (Sixty Eight Lakh Eleven Thousand Seven Hundred and Fifty One) Equity Shares of face value of INR 10/- only, ("**Offer for Sale**"), aggregating up to 1,68,10,751 (One Crore Sixty Eight Lakh Ten Thousand Seven Hundred and Fifty One) Equity Shares of face value of INR 10/-, at a price to be determined in consultation with the book running lead managers appointed in respect of the Offer ("**BRLM(s)**"), by the book built process in terms of, in accordance with the applicable laws, including but not limited to the Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements Regulations, 2018) as amended ("**ICDR**").

The object of the Offer shall be disclosed in the Offer Documents. The Board of Directors of the Company is of the opinion that the proposed offer of securities to investors, whether or not they are existing shareholders, is in the best interests of the Company and accordingly recommends the resolution for your approval by way of a special resolution.

Attention of the members is specifically drawn to the provisions pertaining to lock-in of pre-issue share capital, restrictions on transferability, and other conditions applicable to promoters, promoter group, and other shareholders, as stipulated under Chapter II Part IV of the ICDR Regulations, as amended, and any other applicable laws. The equity shares to be issued and allotted pursuant to the offer shall rank pari passu in all respects with the existing equity shares of the Company.

The Board of Directors of the Company is of the considered opinion that the proposed offer of securities to investors, whether or not they are existing shareholders, is in the best interests of the Company, its shareholders, and all stakeholders. The Board accordingly recommends the resolution for approval of the members as a special resolution.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives are deemed to be concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding in the Company and/or to the extent of any equity shares that may be offered for sale by them in the offer, if applicable.

As required by Section 102(3) of the Companies Act, 2013, the related documents shall be available for inspection at the registered office of the Company during business hours.

ITEM NO.: 4

ADOPTION OF THE NEW ARTICLES OF ASSOCIATION OF THE COMPANY FOR COMPLIANCE WITH THE LISTING REQUIREMENTS OF THE STOCK EXCHANGES

The members are hereby informed that in order to undertake the Offer, the Company will be required to ensure that the articles of association of the Company are aligned to the Companies Act, 2013 and the rules notified thereunder, each as amended ("Companies Act") prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India and the relevant stock exchanges. Therefore, the Company proposes to adopt a new set of articles of association that shall conform to the requirements and directions provided by the stock exchanges and contain such other articles as required by a public limited company under applicable laws (including the Companies Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended). The new set of articles of association of the Company shall comprise two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with Part A of these Articles until the date of filing of the red herring prospectus with the Registrar of Companies by the Company ("RHP Filing Date") pursuant to the proposed initial public offer of equity shares of the Company ("Offer") or such earlier date as prescribed by the Securities and Exchange Board of India (such date being, the "Event"). In case of any inconsistency or contradiction, conflict or overlap between Part A and Part B, the provisions of Part B shall prevail and be applicable until the Event. All articles of Part B shall automatically terminate and cease to have any force and effect on and from the Event and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by the Company or by its shareholders. [Note: Subject to finalisation]

Pursuant to the provisions of Section 14 of the Companies Act, as applicable, any amendment in article of association of the Company requires approval of the shareholders of the Company by way of a special resolution.

None of the directors or key managerial personnel of the Company or the relatives of the aforementioned persons are interested in the said resolution.

The Board recommends the resolutions set out at Item No. 4 of this Notice for your approval as a special resolution.

The statutory registers, draft of amended AOA and other documents are available for inspection at the registered office of the Company during the business hours from 10.00 A.M. to 7.00 P.M.

By Order of the Board

For and on behalf of

M K C Agro Fresh Limited

(Farha Naaz)

Company Secretary

ACS 36952

Place: Noida

Date: 14th July, 2026