



File No. FAEL/NSE/2025-26

December 17, 2025

To

National Stock Exchange of India Ltd.

Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E) Mumbai - 400 051.

NSE SYMBOL: FRESHARA, ISIN: INE0SFW01015

Dear Sir/Madam,

Subject: Intimation of 1st Extra-Ordinary General Meeting (EGM) of FY 2025-26 of the Company.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the 1st EGM of FY 2025-26 of Company is scheduled to be held on Thursday, the 8th January, 2026 at 2.00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to seek the approval of the members on the proposals as provided in the enclosed EGM Notice.

The Notice of the EGM is attached herewith and the same is being sent to those Members who have registered their e-mail ID with their Depository Participants/RTA. The same is also available on the Company's website <https://www.fresharaagroexports.com/>, websites of the Stock Exchanges i.e. National Stock Exchange of India Limited (NSE-EMERGE) at www.nseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

Further, pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM.

The Company has fixed Thursday, 01st January, 2026, as the Cut-off Date for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the EGM. The remote e-voting period commences at 09:00 A.M on Monday, 05th January, 2026 and ends at 5.00 P.M. on Wednesday, 07th January, 2026.

The copy of the Notice of Extra Ordinary General Meeting is attached herewith.

A copy of this intimation is also being made available on the Company's website at <https://www.fresharaagroexports.com/>.

We request you to kindly take the above information on record.

Thanking you

For FRESHARA AGRO EXPORTS LIMITED

AJAY KUMAR RANA
Digitally signed by AJAY KUMAR
RANA
Date: 2025.12.17 16:49:41 +05'30'

Ajay Kumar Rana
Company Secretary & Compliance Officer

Freshara Agro Exports Limited

CIN: L10306TN2023PLC165437

Corporate Office

Old No. 3, New No. 9, Puram Prakasam Road,
Balaji Nagar, Royapettah, Chennai - 600 014.

Factory - Unit I

Sy. No. 380, Velakalnatham Village,
Natrampalli Taluk, Tirupattur District - 635 854.

Factory - Unit II

Sy. No. 30/12A1A, Chengilikuppam Village,
Ambur Taluk, Tirupattur District - 635 751.



FRESHARA AGRO EXPORTS LIMITED

CIN: L10306TN2023PLC165437

Registered Office: Old No.3, New No.9, Puram Prakasam Road, Balaji Nagar, Royapettah,
Chennai, Tamil Nadu, India, 600014

Tel: +91 4443570138; **Web:** <https://www.fresharaagroexports.com>; **Email:** info@fresharaagroexports.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 01/2025-26 EXTRA ORDINARY GENERAL MEETING (“EOGM”) OF THE MEMBERS OF FRESHARA AGRO EXPORTS LIMITED (“THE COMPANY”) WILL BE HELD THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) ON THURSDAY THE 08TH DAY OF JANUARY, 2025 AT 02:00 P.M. IST TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESSES:

1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL 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 an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including statutory modification (s) or re-enactment (s) thereof, for the time being in force), subject to such other approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to the increase in Authorized Share Capital of the Company from existing Rs.25,00,00,000/- (Rupees Twenty Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.30,00,00,000/- (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs.10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the existing **Clause V** of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause V:

“V. The Authorised Share Capital of the Company is Rs.30,00,00,000/- (Rupees Thirty Crores only), divided into 3,00,00,000 (Three Crore) Equity Shares of Rs.10/- (Rupee Ten Only) each with the rights and conditions attached thereto as provided by the Articles of Association of the Company for the time being, with powers to divide the shares in the Capital into different classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of the Directors be and is hereby authorized to do all such acts, deeds, matters and to give such directions, as may in their absolute direction deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, e-forms, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agents, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and or matters connected therewith or incidental thereto expressly by the authority of this resolution.”

2. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to provisions of section 14 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the “Act”) read with rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to approval, permissions and sanctions from the appropriate authorities, if any, and on the recommendations of the Board of Directors of the Company, approval and consent of the Shareholders of the Company and is hereby accorded for alteration of the articles of association of the Company and a new clause 98 and 99 shall be inserted as follows:

98. FURTHER ISSUE OF SHARE CAPITAL

a. Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered -

(I) to persons who, at the date of the offer, are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit, to the Paid-up Share Capital on those shares by sending a letter of offer subject to the following conditions, namely:

- A. the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 (fifteen) days and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;
- B. the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the shares offered to him or any of them in favour of any other Person; and the notice referred to in Article 20(a)(i)A above shall contain a statement of this right;
- C. after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner which is not disadvantageous to the Shareholders and the Company.

(II) to employees under a scheme of employees’ stock option, subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under Law; or

(III) to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in sub-articles (i) or Article (ii) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the Rules and such other conditions, as may be prescribed under Law.

b. The notice referred to in sub-clause A of Article 20(a)(i)(A) shall be dispatched through registered post or speed post or through electronic mode to all the existing Shareholders at least 3 (three) days before the opening of the issue.

c. Nothing in this Article shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into shares in the Company.

Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting.

d. The provisions contained in this Article shall be subject to the provisions of Section 42 and Section 62 of the Act and the Rules.

99. SHARE WARRANTS

a. Share warrants may be issued as per the provisions of applicable Law.

b. Power to issue share warrants

The Company may issue share warrants subject to, and in accordance with the provisions of the Act, and accordingly the Board may in its discretion, with respect to any share which is fully paid-up on application in writing signed by the persons registered as holder of the share, and authenticated, by such evidence (if any) as the Board may, from time to time, require as to the identity of the person signing the application, and on receiving the certificate (if any) of the share, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue a share warrant.

c. Deposit of share warrant

- (I) The bearer of a share warrant may at any time deposit the warrant at the office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending, and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit as if his name were inserted in the Register of Members as the holder of the share included in the deposited warrant.
- (II) Not more than one person shall be recognised as depositor of the share warrant.
- (III) The Company shall, on two days' written notice, return the deposited share warrant to the depositor.

d. Privileges and disabilities of the holders of share warrant

- (I) Subject as herein otherwise expressly provided, no person shall, as bearer of a share warrant sign a requisition for calling a meeting of the Company, or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notices from the Company.
- (II) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he was named in the Register of Members as the holder of the share included in the warrant, and shall be a Member of the Company.

e. Issue of new Share Warrant or Coupon.

The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruct.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any addition/alteration in proposal(s) mentioned above, as may be required by the authorities concerned at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to one or more Director(s)/ Company Secretary of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

RESOLVED FURTHER THAT a certified true of the resolution signed by any Director/ Company Secretary of the Company be provided to anyone concerned or interested in the matter.”

3. TO CONSIDER AND APPROVE THE ISSUE OF FULLY CONVERTIBLE WARRANTS BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS TO PERSONS BELONGING TO THE PROMOTER AND PROMOTER GROUP AND NON-PROMOTER CATEGORY

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

“RESOLVED THAT in accordance with the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 as amended (the **“Act”**), read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) (**“Act”**), and accordance with the subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (**“SEBI ICDR Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended (**“SEBI LODR Regulations”**), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (**“SEBI Takeover Regulations”**), Foreign Exchange Management Act, 1999, as amended, (**“FEMA”**), and all subject to other applicable laws, rules, regulations, and guidelines of Securities and Exchange Board of India (**“SEBI”**), and/or National Stock Exchange of India Limited (**“NSE”**) (**“Stock Exchange”**), where the equity shares of the company are listed, and in accordance with the applicable and enabling provisions of the Memorandum and Article of Association of the company and any other applicable laws, rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (**“MCA”**), the SEBI, the Reserve Bank of India (**“RBI”**) or any other statutory or regulatory authority (hereinafter collectively referred to as **“applicable laws”**), in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchange and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and/or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include any Committee which the Board may have constituted to exercise certain powers, including the powers, conferred by this resolution), the consent and approval of the Members of the Company be and is hereby accorded to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the SEBI ICDR Regulations, up to 27,16,200 (Twenty Seven Lakh Sixteen Thousand Two Hundred Only) fully convertible equity warrants (hereinafter referred to as **“Warrants”**) at an exercise price of ₹168/- (Rupees One Hundred and Sixty Eight only) per underlying equity share of the face value of ₹10/- (Rupees Ten only) (including a premium of ₹158/- (Rupees One Hundred and Fifty Eight only) per Warrant, which is a price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, each convertible into one (1) equity share of face value of ₹10/- (Rupees Ten only) each (**“Equity Shares”**), aggregating to ₹45,63,21,600/- (Rupees Forty Five Crore Sixty Three Lakhs Twenty One Thousand Six Hundred only), for cash, to the following persons/entities (**“Proposed Warrant Allottees”**) as more particularly set out in the explanatory statement, on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations:

Sr. No.	Name of the Proposed Allottees	Type of Proposed Allottees	Category of Proposed Allottees	Maximum no. of Warrants to be offered	Consideration (in ₹)
1.	Kouser Afshan	Individual	Promoter Group	4,00,200	6,72,33,600
2.	Junaid Ahmed Khudrathullah Iqbal	Individual	Promoter	8,50,200	14,28,33,600
3.	Kriti Bhatia Kotak	Individual	Public	2,50,200	4,20,33,600
4.	Akshayarani R S	Individual	Public	50,400	84,67,200
5.	Sagar Narendrabhai Gokani	Individual	Public	17,400	29,23,200

6.	Parthivkumar Pravinbhai Gantara	Individual	Public	17,400	29,23,200
7.	Suru Venkataramesh	Individual	Public	24,000	40,32,000
8.	Mohit Rathi	Individual	Public	24,000	40,32,000
9.	Dolly Bhalotia	Individual	Public	25,200	42,33,600
10.	Mukesh Purushottam Chamedia	Individual	Public	4,00,200	6,72,33,600
11.	Eureka Investments	Partnership firm	Public	1,50,000	2,52,00,000
12.	Kohinoor Investments	Partnership firm	Public	1,50,000	2,52,00,000
13.	Ninedot Fortune Builders LLP	Body Corporate	Public	50,400	84,67,200
14.	D Prakash Devi	Individual	Public	50,400	84,67,200
15.	Namitha Lunawat	Individual	Public	25,200	42,33,600
16.	Neha Abar	Individual	Public	50,400	84,67,200
17.	Kusum R Hirani	Individual	Public	25,200	42,33,600
18.	Kataria Realty LLP	Body Corporate	Public	50,400	84,67,200
19.	Hemant Kumar Gupta	Individual	Public	45,000	75,60,000
20.	Leana Hemant Gupta	Individual	Public	45,000	75,60,000
21.	Rahul Kumar	Individual	Public	15,000	25,20,000
Total				27,16,200	45,63,21,600

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI ICDR Regulations, for the determination of the issue price of the Equity Shares, is taken to be **Tuesday, the 09th day of December, 2025 (“Relevant Date”)** being the date which is 30 days before the date of the EGM i.e., **Thursday, the 08th January, 2025**.

RESOLVED FURTHER THAT the aforesaid issue of the Warrants shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI ICDR Regulations including the following:

1. The Proposed Warrant Allottees shall, on or before the allotment of Warrants, pay an amount equivalent to 25% (twenty-five percent) of the issue price per Warrant, as prescribed under Regulation 169(2) of the SEBI ICDR Regulations. The balance 75% (seventy-five percent) of the issue price per Warrant shall be payable by the Proposed Warrant Allottees at the time of exercising the right to convert the Warrants into equity shares of the Company.
2. The consideration for allotment of Warrants and/or Equity Shares arising out of the exercise of such Warrants shall be paid to the Company from the Bank account of the Proposed Warrant Allottees.
3. The Warrants shall be issued and allotted by the Company only in Dematerialized form within a period of 15 (fifteen) days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchanges and/or Regulatory Authorities etc.
4. The Warrants shall be convertible into Equity Shares, in one or more tranches, within a period of 18 months from the date of allotment.
5. In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.

6. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
7. Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to the exercise of the Warrants is completed within 15 days from the date of such exercise by the Proposed Warrant Allottees of such warrants.
8. The resulting equity shares shall rank pari-passu with the existing fully paid-up Equity Shares of the Company including dividend and voting Rights etc.
9. The resulting equity shares will be listed and traded on the Stock Exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be. Warrants shall not be listed.
10. The entire pre-preferential equity shareholding of the Proposed Warrant Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
11. The Warrants and/or equity shares to be offered/issued and allotted pursuant to the option attached to the Warrants shall be subject to lock-in for such period as provided under the provisions of Chapter V of the SEBI ICDR Regulations.
12. Warrants, so allotted under this resolution, shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.
13. The Warrants by itself until converted into equity shares, does not give to the Warrant holder any rights (including any dividend or voting rights) in the Company in respect of such equity shares.
14. The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/realignment, right issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under the SEBI LODR Regulations and all other applicable regulations from time to time.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, the consent of the Board be and is hereby authorized to record the name and details of the Proposed Warrant Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Warrant Allottees inviting them to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept and make such modifications to the terms and conditions of the issue as may be required by the regulatory authorities or as it may deem fit, without requiring any further approval of the shareholders of the Company, subject to compliance with the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including external advisers, experts, legal advisers, managers, etc., to assist the Company, if required for the said preferential issue and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents and agreements as may be required.

RESOLVED FURTHER THAT Mr. Junaid Ahmed Khudrathullah Iqbal, Managing Director & Chairman (DIN: 01917569) and/or Mr. Iqbalahmed Khudrathullah Mohammed, Whole-Time Director (DIN: 03363277) and/or Company Secretary & Compliance Officer be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation to issuing corrigendum, vary,

modify or alter any of the relevant terms and conditions attached to the Warrants to be allotted to the Proposed Warrant Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Warrants; making applications to the Stock Exchange for obtaining in-principle approval; listing of shares; filing requisite documents with the Ministry of Corporate Affairs (“MCA”) and other regulatory authorities; filing of requisite documents with the depositories; resolve and settle any questions and difficulties that may arise in the preferential offer; issue and allotment of the Warrants; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Board of the Company, and that the Board shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects.

**By order of the Board
For Freshara Agro Exports Limited**

Sd/-
Junaid Ahmed Khudrathullah Iqbal
Managing Director
DIN: 01917569

Date: 11.12.2025
Place: Chennai

Notes:

1. Pursuant to the General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013”, General Circular Nos. 20/2020 dated 5th May, 2020, 10/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023, 09/2024 dated 19th September, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated 22nd September, 2025 in relation to “Clarification on holding of Extra Ordinary General Meeting (‘EGM’) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) the Company is convening the EGM through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’), without the physical presence of the Members at a common venue.

Further, the Securities and Exchange Board of India (‘SEBI’), vide its Circulars dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023 and 7th October, 2023 and 3rd October, 2024 (‘SEBI Circulars’) and all other applicable circulars issued in this regard, has provide relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’).

In compliance with the provisions of the Companies Act, 2013 (‘the Act’), the Listing Regulations and MCA Circulars, the EGM of the Company is being held through VC/OAVM on Thursday, the 08th day of January, 2026 at 02:00 P.M. IST. The deemed venue for the EGM will be the Registered Office of the Company, i.e., Old No.3, New No.9, Puram Prakasam Road, Balaji Nagar, Royapettah, Chennai, Chennai, Tamil Nadu, India, 600014.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this EGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for appointment of proxies by the members will not be available for this EGM and hence the proxy form, attendance slip and route map of EGM are not annexed to this notice.
3. The Notice of the EGM and other documents sent through e-mail are also available on the Company’s website <https://www.fresharaagroexports.com/>, websites of the Stock Exchanges i.e. National Stock Exchange of India Limited (NSE-EMERGE) at www.nseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
4. The Company has engaged the services of NSDL to provide VC facility and e-voting facility for the EGM.
5. The relevant Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts concerning special business(s) as set out above in Item No.1 to 3 is annexed hereto.
6. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
7. Corporate/Institutional Members are entitled to appoint authorized representatives to attend the EGM through VC/ OAVM on their behalf and cast their votes through remote e-voting or at the EGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/authorization letter to the Scrutiniser at email ID pcsannapurna@gmail.com with a copy marked to evoting@nsdl.co.in and to the

Company at cs@fresharaagroexports.com, authorizing its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to section 113 of the Act.

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.fresharaagroexports.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited (NSE-EMERGE) at www.nseindia.com respectively and is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
9. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act and relevant documents referred to in this Notice of EGM and explanatory statement, will be available electronically for inspection by the Members during the EGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of EGM, i.e. 08th January, 2026. Members seeking to inspect such documents can send an email to cs@fresharaagroexports.com.
11. Members seeking any information on any matter to be considered at the EGM, are requested to write to the Company on or before Thursday, 01st January, 2026 to cs@fresharaagroexports.com. The same will be replied by the Company suitably.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
13. M/s. Purva Shareregistry India Private Limited, is the Registrar and Share Transfer Agent for the Company (R&STA).
The details of their address, contact numbers are as under:
Address: 9, Shiv Shakthi Industrial Estate, J.R Boricha Marg,
Lower Parel (East), Mumbai – 400011, Maharashtra.
Tel.No.: +91 22 4961 4132 / 3199 8810
E-mail id: support@purvashare.com

For shares held in electronic form: to their Depository Participants (“DPs”)

14. **NOMINATION:** Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
15. **ELECTRONIC DISPATCH OF NOTICE**

In accordance with the MCA General Circular Nos. 20/2020 dated 5th May, 2020 and 10/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and being 09/2024 dated 19th September, 2024 and SEBI Circular No. SEBI/HO/ CFD/PoD-2/P/ CIR/2023/4 dated 5th January, 2023, 15th January, 2021, 13th May, 2022, 5th January, 2023 and 7th October, 2023 and 3rd October, 2024 (‘SEBI Circulars’) and Notice calling the EGM pursuant to section 101 of the Act read with the Rules framed thereunder the Notice of EGM are being sent only in electronic mode to those Members whose email addresses are registered with the Company/ Purva Shareregistry India Private Limited or the Depository Participant(s) as at closing business hours on Thursday, 04th December, 2025. The physical copies of such statements and Notice of EGM will be dispatched only to those shareholders who request for the same.

Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants.

16. SCRUTINISER FOR E-VOTING: Ms. Annapurna Shivayogappa Malagund, Practicing Company Secretary (Membership No. 65968, CoP No 24717), has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
17. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, unblock the votes cast and make, not later than two working days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who will acknowledge the receipt of the same and declare the result of the voting forthwith.
18. The Scrutinizer after scrutinizing the votes cast at the meeting and through remote e-Voting will not later than two working days from the conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with Scrutinizer's Report shall be placed on the website of the Company. The results shall simultaneously be communicated to stock exchanges where the shares of the Company are listed i.e. National Stock Exchange of India Limited placed on the Company's website <https://www.fresharaagroexports.com/>.
19. Subject to approval of the requisite number of votes, the Resolutions set out in this Notice for the EGM shall be deemed to be passed on the date of the meeting i.e. Thursday, 08th day of January, 2026.
20. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
22. The Companies (Management and Administration) Rules, 2014 stipulate that the remote electronic voting period shall close at 05:00 P.M (IST) on the date preceding the date of EGM. Accordingly, the remote e-Voting period will commence at 09:00 A.M (IST) on Monday, 05th January, 2026 and will end at 05:00 P.M (IST) on Wednesday, 07th January, 2026. The remote e-Voting will not be allowed beyond the aforesaid period and time, and the remote e-Voting module shall be disabled by NSDL.
23. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. issue of duplicate securities certificate; claim from an unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 for the above-mentioned requests and surrender their original securities certificate(s) for processing of service requests to the RTA. The RTA shall thereafter issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the DP for dematerialising the said securities. Form ISR-4 is available on the website of RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.

24. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Company's Registrars and Transfer Agents, Purva Share Registry (India) Private Limited in case the shares are held in physical form.
25. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company.
26. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the EGM) and voting at the EGM is Thursday, 01st January, 2026. Please note that Members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
27. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date, i.e., 01st January, 2026, may obtain the User ID and password by sending a request at evoting@nsdl.co.in or cs@fresharaagroexports.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you may reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following Toll-free no. 1800-222-990. Only a Member who is entitled to vote shall exercise his/ her/its vote through e-voting and any recipient of this Notice who has no voting rights as on the Cut-off Date should treat the same as intimation only.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Monday, 05th January, 2026 at 09:00 A.M. and ends on Wednesday, 07th January, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 01st January, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as of the cut-off date, 01st January, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii)	If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
	6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password: - Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com. Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com. - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc. - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL. 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box. 8. Now, you will have to click on “Login” button. 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Ms. Annapurna Shivayogappa Malagund by email to pcsannapurna@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to at cs@fresharaagroexports.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to at cs@fresharaagroexports.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Facility of joining the meeting shall be open 15 minutes before the time scheduled for the meeting and shall be closed 15 minutes after such scheduled time and will be available on first come first served basis.
6. Members are encouraged to submit their questions in advance with regard to the matter to be placed at this EGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's e-mail address at cs@fresharaagroexports.com before 5.00 p.m. (IST) on Thursday, January 01, 2026. Such queries will be appropriately responded by the Company.
7. Shareholders who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number at cs@fresharaagroexports.com. Pre-registration should be done between Thursday, 01st day of January, 2026 (9:00 a.m. IST) and Monday, 05th day of January, 2026 (5:00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM.

Members are requested to address all correspondence, including voting by electronic means if any, E-Voting Partner / to the Registrar and Share Transfer Agents and/or to the Company.

1. National Securities Depository Limited (E-Voting Partner)

Contact Person: Ms. Prajakta Pawle

NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai 400 013
Ph: 022 - 4886 7000 and 022 - 2499 7000
Mail: evoting@nsdl.co.in

2. Purva Sharegistry India Private Limited (RTA)

Contact Person: Ms. Deepali Dhuri,

Compliance Officer
9 Shiv Shakti Industrial Estate,
J.R. Boricha Marg, Lower Parel (E),
Mumbai - 400011
Ph: +91- 8928652025
Mail: support@purvashare.com

3. Freshara Agro Exports Limited

Contact Person: Mr. Ajay Kumar Rana

Company Secretary & Compliance Officer
Old No.3, New No.9, Puram Prakasam Road, Balaji Nagar,
Royapettah, Chennai, Tamil Nadu, India, 600014
Ph: +91 93453 15350
Mail: cs@fresharaagroexports.com

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013, the following explanatory statement sets out the matter in relation to the Special Business mentioned in the accompanying notice:

Item No. 1

The following statement sets out all material facts relating to the Special Business set out at Item No. 1 of this Notice.

In order to fuel the growth, expand the business and network, facilitate potential acquisition and to pursue other strategic business opportunities, alliances, and ventures as deemed fit by management, in terms of company's long term growth plans, the Company may require additional funding. Accordingly, the Board of Directors of the Company at their meeting held on December 11, 2025, considered and approved the proposal to increase the Authorized Share Capital of the Company from existing ₹25,00,00,000/- (Rupees Twenty Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of ₹10/- (Rupees Ten Only) each to ₹30,00,00,000/- (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crore) Equity Shares of ₹10/- (Rupees Ten Only) each.

Pursuant to the Section 13 of Companies Act, 2013, the alteration of the Memorandum of Association of the Company requires the approval of the Members of the Company. Accordingly, the Company requires to pass an Ordinary resolution to increase the Authorized Share Capital and alteration of Clause V of the Memorandum of Association of the Company.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at item no. 1 be passed as an Ordinary Resolution.

Item No. 2

The following statement sets out all material facts relating to the Special Business set out at Item No. 2 of this Notice.

The Company is presently listed on the EMERGE platform of the National Stock Exchange of India (NSE). In order to meet its future funding requirements and to provide flexibility in raising capital, the Company intends to issue further securities, including warrants, on such terms as may be permissible under applicable laws.

The existing Articles of Association of the Company do not contain specific enabling provisions for issuance of warrants or other convertible instruments. To comply with the requirements of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), it is proposed to amend the Articles of Association by inserting new Clause 98 and Clause 99 to expressly empower the Company to issue warrants and other securities, whether convertible or otherwise, in accordance with applicable statutory and regulatory provisions.

The proposed insertion of Clause 98 and 99 will enable the Company to:

Issue warrants and other convertible instruments to promoters, investors, or strategic partners, subject to shareholder approval and provide flexibility to the Board of Directors to structure fund-raising instruments in the best interest of the Company and its shareholders.

The Board of Directors recommends the resolution set out at Item No. 2 of the Notice for approval of the members by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company and/or proposed allotment of warrants, if any.

Item No. 3

TO CONSIDER AND APPROVE THE ISSUE OF FULLY CONVERTIBLE WARRANTS (KNOWN AS “SECURITIES”) BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS.

The following statement sets out all material facts relating to the Special Business set out at Item No. 3 of this Notice.

The Board of Directors of the Company (“**Board**”), at its meeting held on December 11, 2025, considered and approved, subject to the approval of the members by way of a Special Resolution and subject to such other approvals as may be required, the proposal to issue and allot fully convertible warrants (“**Warrants**”) on a preferential basis, in one or more tranches, to the persons forming part of the Promoter and Non-Promoter Category (“**Proposed Allottees**”), for cash consideration, in the following manner:

Up to 27,16,200 (Twenty Seven Lakh Sixteen Thousand Two Hundred Only) Warrants, each convertible into one Equity Share of face value of ₹10/- (Rupees Ten only) each, at an exercise price of ₹168/- (Rupees One Hundred and Sixty Eight only) per Warrant, aggregating up to ₹45,63,21,600/- (Rupees Forty Five Crore Sixty Three Lakh Twenty One Thousand Six Hundred only).

The proposed preferential issue is being made in accordance with the provisions of Sections 23(1)(b), 42, and 62(1)(c) of the Companies Act, 2013 (the “**Act**”) read with applicable rules made thereunder including Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), and other applicable laws.

Since the proposed allotment would not result in any allottee being allotted more than 5% of the post-issue fully diluted share capital of the Company and does not entail any change in control, the provisions of Regulation 166A of the SEBI ICDR Regulations are not applicable. However, in compliance with Section 62(1)(c) of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and the Articles of Association, the Company has obtained a valuation report dated 11.12.2025 from Mr. Ramji Mahadevan, an independent registered valuer (IBBI Registration No. IBBI/RV/05/2019/10894) to determine the fair value of the Warrants proposed to be issued under the preferential allotment.

The Equity Shares arising on exercise of the Warrants shall rank *pari-passu* upon conversion. The Warrants allotted pursuant to the proposed resolution shall be subject to a lock-in as per the applicable provisions of the SEBI ICDR Regulations.

In accordance with the provisions of the Companies Act and the SEBI ICDR Regulations, approval of the shareholders of the Company is being sought by way of Special Resolutions for the Preferential Issue as detailed in the Resolutions at Item No. 3 of this Notice.

The relevant disclosures as required to be made in respect of the proposed preferential issue, in accordance with the provisions of Regulation 163(1) of Chapter V of the SEBI ICDR Regulations, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, are set out below:

1. Particulars of the offer including the date of passing of the Board

The Board of Directors at its meeting held on 11th December, 2025, has, subject to the approval of shareholders of the Company and such other regulatory or statutory approval, as may be required, approved the raising of funds of up to ₹45,63,21,600/- (Rupees Forty Five Crore Sixty Three Lakh Twenty One Thousand Six Hundred only), for cash, by creating, issuing, offering and allotting the following securities of the Company to the persons belonging to Promoter and Non-Promoter Group category, by way of a Preferential Issue on a private placement basis:

Issuance of up to 27,16,200 (Twenty Seven Lakh Sixteen Thousand Two Hundred Only) Warrants each carrying a right exercisable by the warrant holder to subscribe to one (1) equity share of the face value of ₹10/- (Rupees Ten only) each against each Warrant at an exercise price of ₹168/- (Rupees One Hundred and Sixty Eight only) per equity share (including a premium of ₹158/- (Rupees One Hundred and Fifty Eight only) per equity share, aggregating to ₹45,63,21,600/- (Rupees Forty Five Crore Sixty Three Lakhs Twenty One Thousand Six Hundred only), not being less than the price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, which may be exercised in one or more tranches during the period commencing from the date of allotment of the warrants until expiry of 18 (Eighteen) months from the date of allotment of the warrants.

2. Objects of the Preferential Issue

Subject to the applicable law, the funds to be raised from the proposed issue of Equity shares and Warrants will be utilized as under:

Sr. No.	Objectives of the proposed issue	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds (₹In Lakhs)	
		FY 2025-26	FY 2026-27
1	Initial Contribution for Strategic Investments /Acquisition of entity/ Special Purpose Vehicle (SPV's) situated in Spain.	1000.00	0.00
2	Funding of working capital requirements of our Company including proposed investment in SPV(s) situated in Spain.	0.00	3000.00
3	General Corporate Purpose*	141.00	422.00
	Total	1141.00	3422.00

**Inclusive of Statutory and issue expenses*

The objective of the proposed preferential warrants issue is to raise funds for proposed strategic investment in Special Purpose Vehicle(s) (SPV's) for acquiring an entity's assets and business in Spain and for the further working capital requirements. The investment is currently under due diligence and will be subject to valuation, regulatory approvals, and final approval of the Board. The Company intends to utilize part of the proceeds from the issue to fund the initial contribution for this acquisition, if and when approved.

The above stated fund requirements are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management and subject to applicable laws.

3. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued.

The Special Resolutions authorize the Board of Directors of the Company to issue and allot, by way of preferential issue on a private placement basis, in one or more tranches and in compliance with the applicable provisions of the SEBI ICDR Regulations, the following securities: -

Upto 27,16,200 (Twenty Seven Lakh Sixteen Thousand Two Hundred Only) Warrants, each convertible into one Equity Share of face value of ₹10/- (Rupees Ten only) each, at an exercise price of ₹168/- (Rupees One Hundred and Sixty Eight only) per Warrant, aggregating up to ₹45,63,21,600/- (Rupees Forty Five Crore Sixty Three Lakhs Twenty One Thousand Six Hundred only).

Further, no assets of the Company are charged as securities for the said preferential issue.

4. Monitoring of Utilization of Funds

As the issue size is less than ₹100 Crore (Rupees One Hundred Crores only), the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the SEBI ICDR Regulations. However, the Audit Committee will monitor the utilization of the funds raised.

5. Relevant Date

In terms of the provisions of Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for the purpose of determining the floor price for the preferential allotment of Warrants is Tuesday, 09th day of December, 2025, being the date 30 days prior to the date of EGM i.e., Thursday 08th day of January, 2026.

6. Basis on which the price has been arrived at and justification for the price (including premium), if any

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (NSE). The Equity Shares are frequently traded in terms of the provisions of SEBI ICDR Regulations and floor price has been determined in accordance with the SEBI ICDR Regulations.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity Shares/ Convertible Warrants in preferential issue has to be calculated as under:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; which computes to ₹167.65/- or
- b. the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; which computes to ₹157.05/-.

Whichever is higher

In terms of the provisions of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the equity shares/warrants may be issued computes to ₹167.65/- each.

Further, the valuation report in terms of Regulation 166A of SEBI ICDR Regulations from registered valuer is not statutorily required for the proposed allotment of warrants as there is no change in control or allotment of more than 5% to any single allottee or any allottee along with persons acting in concert with him/her on post issue fully diluted share capital of the company. However, the Company has obtained a valuation report from an independent registered valuer as required by Articles of Association for determining the price. The price determined through Valuation report of Mr. Ramji Mahadevan, Registered Valuer (IBBI Registration No. IBBI/RV/05/2019/10894) determining the fair value of the equity shares at ₹130.82/- (One Hundred and Thirty Rupees Eighty-Two Paise) per share. The said report is available under the "Extra Ordinary General Meeting" tab in the Investor Centre section titled "Valuation Report -Warrants" on the website of the

Company at <https://www.fresharaagroexports.com/investor-center/shareholders-meeting/extra-ordinary-general-meeting/2025-26/assets/pdfs/valuation-report-warrants.pdf>

After considering the above, it was decided to issue these warrants to be allotted on preferential basis to the proposed allottees at an issue price of ₹168/- each.

Further as per regulation 164(4)(a), a preferential issue of specified securities to qualified institutional buyers, not exceeding five in number, shall be made at a price not less than the 10 trading days volume weighted average prices of the related equity shares quoted on recognized Stock Exchange preceding the relevant date.
– **Not Applicable**

Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

Valuation for consideration other than cash: Not Applicable

Name and address of valuer who performed valuation:

Mr. Ramji Mahadevan, independent registered valuer (IBBI Registration No. IBBI/RV/05/2019/10894), having office at 15-7, Maruthi, 35th Street, Nanganallur, Chennai -600061.

7. Amount which the Company intends to raise by way of securities.

The Company intends to raise up to a maximum of ₹45,63,21,600/- (Rupees Forty Five Crore Sixty Three Lakhs Twenty One Thousand Six Hundred only), by way of issuance of up to 27,16,200 (Twenty Seven Lakh Sixteen Thousand Two Hundred Only) Warrants convertible in Equity Shares.

8. Pending preferential issue

Presently, there has been no preferential issue pending or in process except as proposed in this Notice.

9. Re-computation of Issue Price

The Company shall re-compute the issue price of the Securities, in terms of the provision of the SEBI ICDR Regulations, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI ICDR Regulations, the Securities allotted by way of preferential issue shall continue to be locked- in till the time such amount is paid by the Proposed Allottees.

10. Payment of Consideration:

Warrants:

In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to ₹42/- (Rupees Forty Two only) per Warrant which is 25% (twenty-five per cent) of the total consideration for the Warrants will be payable at the time of subscription to the Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the resulting Equity Shares.

The balance exercise price of Warrants equivalent to ₹126/- (Rupees One Hundred and Twenty Six only) shall be payable by the Proposed Allottees at the time of exercising the Warrant.

In case the Warrant holders do not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

11. Dues toward SEBI, Stock Exchange or Depositories:

There are no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories as on the date of this Notice.

12. The class or classes of persons to whom the allotment is proposed to be made

The preferential issue of Securities is proposed to be made to the Proposed Allottees belonging to the Promoter and Non-Promoter Category which is given in detail in point 19.

13. Intention of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the preferential issue

Except as given below, none of the Promoters, Directors or Key Managerial Personnel or Senior Management or their relatives intends to subscribe to any Securities under the preferential issue:

Sr. No.	Name of the Proposed Allottees	Relation with the Company	Nature of Security	Maximum no. of Securities to be offered
1.	Junaid Ahmed Khudrathullah Iqbal	Promoter and Director	Warrants	8,50,200
2.	Kouser Afshan	Promoter Group	Warrants	4,00,200
Total				12,50,400

**for details on conversion of Warrants, kindly refer to point no. 14 below.*

14. Proposed time frame within which the preferential issue shall be completed**Warrants:**

In terms of Regulation 170(1) of the SEBI ICDR Regulations, the initial allotment of the Warrants to the Proposed Allottees pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolutions.

Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, including but not limited to SEBI, Stock Exchanges, MCA, or the Government of India, the said period of 15 (fifteen) days shall be counted from the date of receipt of the last of such approvals, or such other time as may be permitted by SEBI or other competent authorities.

The Proposed Allottees of Warrants shall be entitled to convert the same into an equal number of Equity Shares, in one or more tranches, within a period of eighteen (18) months from the date of allotment of the Warrants.

15. Listing

The Company will make an application to the Stock Exchange on which the equity shares are listed, for listing of the Equity Shares that will be issued pursuant to the conversion of warrants issued in the Preferential Issue and such equity shares, once allotted, shall rank pari passu with the then existing Equity shares of the Company in all respects, including dividend.

16. Shareholding pattern of the Company before and after the preferential issue

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Category	Pre-Issue Shareholding Structure ¹		Securities to be Allotted ²	Post-Issue Shareholding ³	
	No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
A. Promoters' holding					
1. Indian					
Individuals	14705000	62.58	1250400	15955400	60.86
Bodies Corporate	0	-	0	0	-
Sub Total (1)	14705000	62.58	1250400	15955400	60.86
2. Foreign	0	-	0	0	-
Sub Total (2)	0	-	0	0	-
Total Promoter shareholding A=1+2	14705000	62.58	1250400	15955400	60.86
1. Institutional investors	62400	0.27	300000	362400	1.38
2. Non-institution					
a. Private corporate bodies	285228	1.21	100800	386028	1.47
b. Directors and relatives	0	-	0	0	-
c. Indian public	7655227	32.57	1065000	8720227	33.26
d. Others (Including NRI)	791345	3.37	0	791345	3.02
Sub Total 2=a+b+c+d	8731800	37.16	1165800	9897600	37.75
Total Public Shareholding B=1+2	8794200	37.43	1465800	10260000	39.14
C. Non-Promoter Non-Public Shareholding	0	0	0	0	0
Grand Total (A+B+C)	23499200	100.00	2716200	26215400	100.00

Notes:

1. The pre-issue shareholding pattern is as on September 30, 2025.
2. The present issue of securities includes allotment of 27,16,200 Warrants.
3. The post issue shareholding is arrived at after assuming conversion of all Warrants to Equity Shares.

17. Particulars of the Proposed Allottees and the identity of the natural persons who are the ultimate beneficial owners of the Securities proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue:

Sr. No.	Names	PAN	Natural Persons who are the Ultimate Beneficial Owners (UBOs)	Pre-Preferential Holding ⁽¹⁾		No. of Securities to be allotted ⁽²⁾		Post-preferential holding & (%) ⁽⁴⁾	
				No. of Shares	% of Holding	No. of Shares	% ⁽³⁾	No. of Shares	% of Holding
1	Kouser Afshan	AHQPK0970L	Not Applicable	1,70,000	0.72	4,00,200	1.53	5,70,200	2.18
2	Junaid Ahmed Khudrathullah Iqbal	AMIPK0537C	Not Applicable	80,75,000	34.36	8,50,200	3.24	89,25,200	34.05
3	Kriti Bhatia Kotak	AIHPB5253F	Not Applicable	18,000	0.08	2,50,200	0.95	2,68,200	1.02
4	Akshayarani R S	FTZPA6032F	Not Applicable	-	-	50,400	0.19	50,400	0.19
5	Sagar Narendrabhai Gokani	AJWPG8310J	Not Applicable	15,000	0.06	17,400	0.07	32,400	0.12
6	Parthivkumar Pravinbhai Gantara	AGHPG5645C	Not Applicable	-	-	17,400	0.07	17,400	0.07
7	Suru Venkataramesh	CHNPS1437H	Not Applicable	-	-	24,000	0.09	24,000	0.09
8	Mohit Rathi	AFKPR0407H	Not Applicable	-	-	24,000	0.09	24,000	0.09
9	Dolly Bhalotia	ABDPA5390D	Not Applicable	-	-	25,200	0.10	25,200	0.10
10	Mukesh Purushottam Chamedia	AABPC5073E	Not Applicable	-	-	4,00,200	1.53	4,00,200	1.53
11	Eureka Investments	AAKFE4995Q	Shyamlal Agarwal Sandeepkumar (ALWPS8467N) Julie Agarwal (ABYPA7282R) Anshul Agarwal (BWEPA7785F)	1,04,400	0.44	1,50,000	0.57	2,54,400	0.97

			Nishant S Agarwal (BJIPN7156 E)						
12	Kohinoor Investments	ABCFK2244D	Shyamlal Agarwal Sandeepkum ar (ALWPS846 7N) Shyamlal Agarwal Pradeepkum ar (AFHPP389 7G) Sudarsan Kumar (ALWPS846 8D)	10,800	0.05	1,50,000	0.57	1,60,800	0.61
13	Ninedot Fortune Builders LLP	AAWFN7585M	Shripal Bhandari (COSPS441 3M) Ashok Kumar Bhandari (ABSPA591 8J) Champalal Bhandari (ABLPC684 0L) Chetan Bhandari (CAZPB007 8G)	-	-	50,400	0.19	50,400	0.19
14	D Prakash Devi	AAPPP5023P	Not Applicable	-	-	50,400	0.19	50,400	0.19
15	Namitha Lunawat	AJMPN8555A	Not Applicable	-	-	25,200	0.10	25,200	0.10
16	Neha Abar	EKRPS9738C	Not Applicable	-	-	50,400	0.19	50,400	0.19
17	Kusum R Hirani	AEXPJ4585Q	Not Applicable	-	-	25,200	0.10	25,200	0.10
18		AAOFK7890G	Pankaj	-	-	50,400	0.19	50,400	0.19

	Kataria Realty LLP		Kataria (PAN- ACFPK578 1K) Anoop Kataria (PANAPOP K496 3R)						
19	Hemant Kumar Gupta	AIOPG9523G	Not Applicable	-	-	45,000	0.17	45,000	0.17
20	Leana Hemant Gupta	BFGPG4349G	Not Applicable	-	-	45,000	0.17	45,000	0.17
21	Rahul Kumar	ALNPA7345Q	Not Applicable	-	-	15,000	0.06	15,000	0.06

1. The pre-issue shareholding pattern is as on December 05, 2025.
2. The present issue of Securities includes allotment of 27,16,200 Warrants.
3. % of holding of the shares to be allotted are calculated based on post-preferential shareholding assuming conversion of 27,16,200 Warrants to Equity Shares.
4. The post issue shareholding is arrived at after assuming conversion of all Warrants to Equity Shares.

There is no change in control pursuant to the allotment of the Securities.

18. Lock-in Period

The Warrants to be issued and allotted on a preferential basis, as well as the Equity Shares arising upon conversion of such Warrants, shall be subject to lock-in in accordance with the provisions of Regulation 167 of the SEBI ICDR Regulations:

1. Pre-Preferential Shareholding Lock-in:

The entire pre-preferential shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 (ninety) trading days from the date of trading approval for the Equity Shares or from the date of allotment of Warrants, as applicable, in accordance with Regulation 167(6) of the SEBI ICDR Regulations.

2. Lock-in of Warrants to be Allotted:

The Warrants to be issued on a preferential basis shall be locked-in for a period of 1 (one) year from the date of allotment of such Warrants, in accordance with Regulation 167(1) of the SEBI ICDR Regulations.

3. Lock-in of Equity Shares arising on Conversion of Warrants:

The Equity Shares to be allotted upon conversion of Warrants shall be locked-in for a period of 18 (eighteen) months for the Promoters or the Promoter Group and 6 (six) months for Non-Promoter Group from the date of trading approval granted by the Stock Exchange, in accordance with Regulation 167(1) of the SEBI ICDR Regulations.

19. The current and proposed status of the Proposed Allottees post the preferential issues namely, promoter or non-promoter

Sr. No.	Name of Allottee	Current Status	Post Status
1	Kouser Afshan	Promoter Group	Promoter Group
2	Junaid Ahmed Khudrathullah Iqbal	Promoter	Promoter
3	Kriti Bhatia Kotak	Public	Public
4	Akshayarani R S	Public	Public
5	Sagar Narendrabhai Gokani	Public	Public
6	Parthivkumar Pravinbhai Gantara	Public	Public
7	Suru Venkataramesh	Public	Public
8	Mohit Rathi	Public	Public
9	Dolly Bhalotia	Public	Public
10	Mukesh Purushottam Chamedia	Public	Public
11	Eureka Investments	Public	Public
12	Kohinoor Investments	Public	Public
13	Ninedot Fortune Builders LLP	Public	Public
14	D Prakash Devi	Public	Public
15	Namitha Lunawat	Public	Public
16	Neha Abar	Public	Public
17	Kusum R Hirani	Public	Public
18	Kataria Realty LLP	Public	Public
19	Hemant Kumar Gupta	Public	Public
20	Leana Hemant Gupta	Public	Public
21	Rahul Kumar	Public	Public

20. Practicing Company Secretary's Certificate

A certificate from Ms. Annapurna Shivayogappa Malagund, (Membership No.: 65968 and C.P. No. 24717) (Peer Review No.: 6643/2025) Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website at <https://www.fresharaagroexports.com/investor-center/shareholders-meeting/extra-ordinary-general-meeting/2025-26/assets/pdfs/PCS-compliance-certificate.pdf>

21. Valuation and justification for the allotment proposed to be made for consideration other than cash

Not applicable as the Company has not proposed to issue the Securities for consideration other than cash.

22. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price

During the Financial Year 2025-26 no preferential allotment has been made by the Company.

23. Principle terms of assets charged as securities

Not applicable

24. Material terms of raising such securities

All material terms have been set out above.

25. Undertakings

- (a) The Proposed Allottees have confirmed that he has not sold any Equity shares of the Company during the period of 6 (six) months preceding the Relevant Date.
- (b) The Proposed Allottees are not categorized as wilful defaulter(s) or fraudulent borrower or fugitive economic offenders as defined under the SEBI ICDR Regulations.
- (c) The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- (d) The Company, its Promoters or Directors are not categorized as wilful defaulter(s) or fraudulent borrower. Consequently, the disclosure required under Regulation 163(1)(i) of the SEBI ICDR Regulations is not applicable.
- (e) The Company, its Promoters or Directors are not fugitive economic offenders as defined under the SEBI ICDR Regulations.
- (f) The Company shall re-compute the price of the relevant securities to be allotted under the preferential issue in terms of the provisions of the SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.
- (g) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant Securities to be allotted under the preferential issue shall continue to be locked in till the time such amount is paid by the Proposed Allottees.

In accordance with the provisions of Sections 23, 42 and 62 of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the Securities to the Proposed Allottees is being sought by way of a Special Resolution as set out in the said Item No. 3 of the Notice.

The issue of the Warrants under the preferential issue would be within the enhanced Authorized Share Capital of the Company.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Except as mentioned in point 13 above, none of the Promoter, Directors, Key Managerial Personnel or Senior Management or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out in Item No. 3 of this Notice.

**By order of the Board
For Freshara Agro Exports Limited**

Sd/-
Junaid Ahmed Khudrathullah Iqbal
Managing Director
DIN: 01917569

Date: 11.12.2025
Place: Chennai