



Jain Food Park, Jain Valley, Jalgaon-425001; Tel: +91 257 2260033
Email: foodpark@jains.com; Web: www.jains.com, www.farmfresh.in; CIN: U15200MH2015PLC263338

NOTICE

Notice is hereby given that the 10th Annual General Meeting of Shareholders of Jain Farm Fresh Foods Limited will be held on Monday, 15th September, 2025 at 11.00 AM (IST) at the Registered Office of the Company at Gat No. 139/2, Jain Valley, Shirsoli Road, Jalgaon-425002 physically or through Video Conferencing (VC)/Other Audio Visual Means (OAVM)/to transact the following business:-

ORDINARY BUSINESS

Item No. 1 – Adoption of Audited Standalone & Consolidated Financial Statements

To receive, consider and adopt and approve the Financial Statements for the year ended 31st March, 2025 (including Standalone Balance Sheet as at 31st March, 2025, Standalone Profit & Loss account, Standalone Cash Flow Statement and Consolidated Balance Sheet as at 31st March, 2025, Consolidated Profit & Loss account and Consolidated Cash Flow Statement for the period ended on even date) together with Schedules, Notes thereon and the reports of Board of Directors and Auditors thereon.

Item No. 2 – Re-appointment of a retiring Director

To appoint a Director in place of Shri Suvan Sharma (DIN: **08269348**), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for reappointment as a Director.

Item No. 3. - Appointment of Statutory Auditors:

To consider and if thought fit, to pass, with or without any modification as may be deemed fit, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s SINGHI & CO., Chartered Accountants, Kolkata (FRN:302049E), be and are hereby appointed as the Statutory Auditor of the Company for a term of five consecutive years, to hold office from the conclusion of 10th Annual General Meeting till the conclusion of the 15th Annual General Meeting of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and Auditors M/s SINGHI & CO., and the reimbursement of out of pocket expenses as may be incurred during the course of the audit”.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS

Item No. 4- To Seek Approval under Section 180(1)(a) of The Companies Act, 2013, inter alia, for Creation of Charge on the Assets or Undertaking(s) of the Company

To consider and if thought fit, to pass, with or without any modification as may be deemed fit, the following resolution as a Special Resolution.

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the “Act”) and any other applicable provisions, if any, of the Act, or any amendment or modifications thereof and pursuant to the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term

shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or dispose of in any manner, including, but not limited to mortgaging, hypothecating, pledging or in any manner creating or modifying charge on all or any part of the present and future moveable or immovable assets or properties of the Company, or the whole or any part of the undertaking(s) of the Company, of every nature and kind whatsoever (hereinafter referred to as the "Assets") and/or creating or modifying a floating charge on the Assets in favour of banks, financial institutions, investors, debenture trustees or Security Trustee or any other lenders, in addition to existing charges, in such form and manner on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be, in favour of the Lender(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company, from time to time including but not limiting to securing the loans to be re-structured with and Non-Convertible Debentures to be issued to the specified lenders and subject to the limits approved under Section 180(1)(c) of the Act for the due re-payment of the principal and/or together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, premium (if any) on redemption, all other costs, charges and expenses and all other monies payable by the Company, in terms of the agreements entered into / to be entered by the Company, in respect of the said loans / borrowings / debentures / securities / Working Capital borrowings Non-Convertible Debentures (NCD's), provided that the aggregate indebtedness so secured by the assets do not at any time exceed the limits approved under Section 180(1)(c) of the Act."

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank exclusive / pari passu / subservient with / to the charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution(s), the Board or it's subcommittee or Key Managerial Personnel (KMP's) be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act."

By Order of the Board of Directors

Sd/-

Jeetmal Taparia

Company Secretary

Place: **Jalgaon**

Date: **21st August, 2025**

Notes

- 1) A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. A proxy form is enclosed herewith. All proxies in order to be effective, should be completed, signed, stamped and should be received at the Registered Office of the Company not less than 48 hours before scheduled commencement of the meeting.
- 2) The Register of Members, and related transfer books of the Company shall be closed from Monday, 8th September, 2025 to Saturday, 15th September, 2025 (both days inclusive).
- 3) Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed herewith.

- 4) **Corporate Members intending to send their Authorised Representative(s) to attend the meeting are requested to send to the Company a certified true copy of the relevant Board resolution together with the specimen signature(s) of the representative(s) authorised under the said Board resolution to attend and vote on their behalf at the meeting.**
- 5) The documents mentioned in the Notice and Explanatory Statement shall be available for inspection at Registered Office of the Company up to the date of the meeting on all working days, except Saturday, between 10:00 AM and 1:00 PM.
- 6) The background of the retiring Director is given in the Directors' Report as per the requirements of Section 152 of the Companies Act, 2013. The Director has furnished the requisite declarations for his reappointment.
- 7) Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
- 8) Details of Directors retiring by rotation / seeking re-appointment at the ensuing Annual General Meeting are provided in the **"Annexure-I"** to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS

Item No. 4 – Creation of Charge on the Assets or Undertaking(s) of the Company

The Company borrows from time to time and within the limits prescribed for by Shareholders (currently at Rs. 1,500 crores). To borrow from Term Lenders the Company has to create charge/mortgage on its immovable and movable properties, (whether equitable or registered) including all plant and machinery which are firmly fastened to earth or anything attached to the earth, both present and future. Generally, the working capital lenders in addition to hypothecation of stocks and receivables, seek an additional collateral charge on the fixed assets of the Company.

The resolution intend to seek the approval of Shareholders for creation and/or extension of charge/ encumbrance on the assets/ undertakings of the Company as required under the provisions of Section 180(1)(a) of the Companies Act, 2013 and a possible disposal on invocation of the security by the lenders, if any, in future. Although, creation of such charge on assets of the Company does not by itself amount to “disposal” as is interpreted by various Courts, there is an alternative view which is prevalent in India, hence as a matter of abundant precaution the approval of Shareholders is sought by way of Special Resolution.

The Directors recommend the resolution for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives neither interested nor concerned in the resolution.

By Order of the Board of Directors

Sd/-
Jeetmal Taparia
Company Secretary
Place: **Jalgaon**
Date: **21st August, 2025**

Annexure I

Disclosure pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”)

Details of the Directors retiring by rotation/ seeking re-appointment at the 9th Annual General Meeting

Name of Director/DIN	Shri Suvan Sharma (DIN: 08269348),
Profile	Shri Suvan Sharma was appointed Director of the Company on 30 th October, 2018. He is overseeing international sales, overseas food subsidiaries, general sales and marketing, business development, strategic planning and growth of its food business. Shri Suvan Sharma has been with the company for 30 years, lived and worked in different countries. He has played an active role in organic and inorganic growth, mergers and acquisitions of company's food business. He has also served on many leadership roles in relevant trade associations for Jain farm Fresh Foods, including as President of American Spice Trade Association for year 2023-24 and Chairman of the Board of American Frozen Foods Institute for 2025-26.
Age	53 Years
Qualification	Bachelor's degree in commerce (B Com) and master's in business administration (MBA).
Experience (including expertise in specific functional area)/ Brief Resume	He is overseeing international sales, overseas food subsidiaries, general sales and marketing, business development, strategic planning and growth of its food business
Terms and Conditions of Appointment / Re-appointment	Retirement by Rotation
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	Nil
Date of first appointment on the Board	30 th October, 2018
Shareholding in the Company as on 31st March, 2023	None
Relationship between Directors inter-se	None
Number of meetings of the Board attended during the year	None
Other Directorship	None
Membership / Chairmanship of Committees of other Boards as on 31st March, 2025	None



Jain Farm Fresh Foods Ltd.

A JAIN IRRIGATION COMPANY

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Attendance Slip

PLEASE COMPLETE THIS ATTENDANCE SLIP BEFORE YOU COME TO THE MEETING AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

1. Name of the attending Member: _____

(In Block Letters)

2. Register Folio No.: _____ No. of Shares _____

3. Beneficiary A/c No. _____ DP Id No. _____ No. of Shares _____

4. Name of Proxy (In Block Letters): _____

(To be filled if the Proxy attends instead of the member)

I hereby record my presence at the 10th Annual General Meeting to be held at Registered Office of the Company at Gat No. 139/2, Jain Valley, Shirsoli Road, Jalgaon - 425 002 **at 11 AM on Monday, 15th September, 2025.**

Member's / Joint Member's / Proxy's Signature

Form No. MGT-11

Proxy Form

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

CIN	U15200MH2015PLC263338	Name of the Company	Jain Farm Fresh Foods Limited
Registered Office	Gat No 139/2, Jain Valley, Shirsoli, Jalgaon 425001.		

Name of the Member(s)	
Registered Address	
Email ID	
Folio No	
Client ID	
DP ID	
No of Shares	

I/ we, being the member(s) of the above mentioned Company, hereby appoint:

1.	Name		E-mail	
	Address		Signature	
or failing him				
2.	Name		E-mail	
	Address		Signature	
or failing him				
3.	Name		E-mail	
	Address		Signature	

As my/ our proxy to attend and vote (on a poll) for me/ our behalf at the **10th Annual General Meeting** of the Company, to be held at 11.00 AM **on Monday, 15th September, 2025** at Registered Office of the Company at Gat No 139/2, Jain Valley, Shirsoli, Jalgaon 425001 and at any adjournment thereof in respect of resolutions as below:

Resolution No	Particulars of Resolutions
1	To receive, consider and adopt and approve the Financial Statements for the year ended 31 st March, 2025 (including Standalone Balance Sheet as at 31 st March, 2025, Standalone Profit & Loss account, Standalone Cash Flow Statement and Consolidated Balance Sheet as at 31 st March, 2025, Consolidated Profit & Loss account and Consolidated Cash Flow Statement for the period ended on even date) together with Schedules, Notes thereon and the reports of Board of Directors and Auditors thereon.
2	Re-appointment of Shri Suvan Sharma (DIN: 08269348), who retires by rotation as Director and eligible for re-appointment.
3	Appointment of Statutory Auditors
4	Creation of Charge on the Assets or Undertaking(s) of the Company.

Signed this _____ day of August/September, 2025.

Re. 1
Revenue
stamp

Signature of Shareholder: _____ Signature of Proxy _____

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- 2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 10th Annual General Meeting.
- 3) Please complete all details including details of member(s) in above box before submission.