



Jain Farm Fresh Foods Ltd.

"Leave this world better than you found it."

Founder - Bhavarlal H. Jain (1937 - 2016)

NOTICE

Notice is hereby given that the 7th Annual General Meeting of Shareholders of Jain Farm Fresh Foods Limited will be held on Wednesday, 28th September, 2022 at 11.00 AM at the Registered Office of the Company at Gat No. 139/2, Jain Valley, Shirsolli Road, Jalgaon – 425 002 held physically/virtually 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, 2022 (including Standalone Balance Sheet as at 31st March, 2022, Standalone Profit & Loss account, Standalone Cash Flow Statement and Consolidated Balance Sheet as at 31st March, 2022, 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.

SPECIAL BUSINESS

Item No. 3- Mortgage of Immovable Properties 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 consent of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 180 (1) (a) of the Companies Act, 2013 and, any other applicable provisions of the Companies Act, 2013 subject to requisite approvals, consents from the Company's Bankers, Financial Institutions, Trustees to the Debenture holders and/ or other Institutions/ bodies, if and wherever necessary, to mortgage/ charge/ hypothecate or otherwise create an encumbrance, on such terms and conditions and in such form and manner, as it may think fit, whether as Interim or final security, on the whole or substantially the whole or substantially the whole of one or more of the Company's undertakings, (whether by way of equitable or registered mortgage) including its movable and immovable properties, against Working Capital facilities, Non-Convertible Debentures (NCD), Rupee Short Term Loans, Rupee Long Term Loans, Corporate Loans, External Commercial Borrowings and Standby Letter of Credit obtained/ to be obtained, together with interest thereon, at the respective rates agreed, additional/ further/ compound interest in the event of default, commitment charges, premium (if any) on redemption, all other costs, charges and expenses and all other monies payable by the Company to Security Trustees for

A Jain Irrigation Company

Registered Office: Gat No. 139/2, Jain Food Park, Jain Valley, Shirsolli, Jalgaon - 425 001, India.

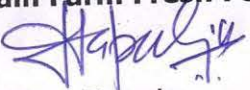
Tel: +91-257-2260033/44; Fax: +91-257-2261144; foodpark@jainfarmfresh.com; www.jainfarmfresh.com; www.samrus.in
CIN: U15200MH2015PLC263338



Joint Consortium Lenders, Financial Institutions, Banks, NCD subscribers and other lenders in terms of the letter of sanction and/or Loan agreement(s) or any other deeds or documents as are entered into by the Company or any modification in respect of the said Loans.

RESOLVED FURTHER THAT the Board of Directors of the Company or Operations Review Committee of Board of the Company be and is hereby authorised to finalise the manner and method and all necessary agreements, deeds and documents and subsequent modifications thereto, for creating the aforesaid mortgage and/or charge etc. and to do all such acts, deeds, matters and things as may be necessary desirable or expedient for the purpose of giving effect to the resolution."

By Order of the Board of Directors
Jain Farm Fresh Foods Ltd


Jeetmal Taparia
Company Secretary

Place: **Jalgaon**

Date: **2nd September, 2022**

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 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, 19th September, 2022 to Friday, 30th September, 2022 (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.



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

SPECIAL BUSINESS

Item No. 3 – Mortgage of Immovable Properties of the Company

The Company through its Board of Directors borrows from time to time and within the limits prescribed for by Shareholders lastly in AGM held on 30th September, 2021 in ordinary course of business.

To borrow from Lenders the Company has to charge / mortgage its immovable properties including the equipment attached to the property. Generally, the term lenders secure the borrowings of Company by way of first pari passu charge on fixed assets of the Company and the working capital lenders seek a second pari passu charge on the fixed assets of the Company.

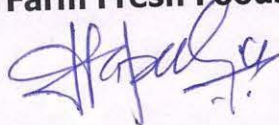
The resolution seeks the permission of Shareholders for creation of charge on assets as is required under the provisions of Section 180 (1) (a) of the Companies Act 2013. Although, creation of charge on assets of the Company does not amount to "disposal" as is interpreted by various Courts, there is an alternative view which is prevalent in India, hence as a matter of abundant caution the approval of Shareholders is sought.

The Directors recommend the resolution for approval of the members.

None of the Directors of the Company are interested in the resolution placed before the meeting directly or indirectly.

By Order of the Board of Directors

Jain Farm Fresh Foods Ltd



Jeetmal Taparia
Company Secretary

Place: **Jalgaon**

Date: **2nd September, 2022**



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 7th Annual General Meeting

Name of Director/DIN	Mr. Suvan Sharma (DIN: 08269348)
Profile	Mr. 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. Suvan Sharma has been with the group for 27 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. Suvan Sharma has Bachelor's Degree in Commerce and Masters Diploma in Business Administration from FORE School Of Management, New Delhi.
Age	50 Years
Qualification	Bachelor's Degree in Commerce and Masters in Business Administration.
Experience (including expertise in specific functional area)/ Brief Resume	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, 2022	None
Relationship between Directors inter-se	None
Number of meetings of the Board attended during the year	4 (Four) out of 4 (Four)
Other Directorship	NIL
Membership / Chairmanship of Committees of other Boards as on 31st March, 2022	None





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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 7th 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 Wednesday, 28th September, 2022.**

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



A Jain Irrigation Company

Registered Office: Gat No. 139/2, Jain Food Park, Jain Valley, Shirsoli, Jalgaon - 425 001. India.
Tel: +91-257-2260033/44; Fax: +91-257-2261144; foodpark@jainfarmfresh.com; www.jainfarmfresh.com; www.aamrus.in
CIN: U15200MH2015PLC263338





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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	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	

A Jain Irrigation Company

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CIN: U15200MH2015PLC263338



As my/ our proxy to attend and vote (on a poll) for me/ our behalf at the 7th **Annual General Meeting** of the Company, to be held at 11.00 **AM on Wednesday, 28th September, 2022** 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	Particulars of Resolutions
1	To receive, consider and adopt and approve the Financial Statements for the year ended 31 st March, 2022 (including Standalone Balance Sheet as at 31 st March, 2022, Standalone Profit & Loss account, Standalone Cash Flow Statement and Consolidated Balance Sheet as at 31 st March, 2022, 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.
3	Mortgage of Immovable Properties of the Company.

Signed this _____ day of September, 2022.

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 7th Annual General Meeting.
- 3) Please complete all details including details of member(s) in above box before submission.

