



## **Jain Farm Fresh Foods Ltd.**

A JAIN IRRIGATION COMPANY

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 3rd Annual General Meeting of Shareholders of Jain Farm Fresh Foods Limited will be held at 10.00 AM on Friday, 28<sup>th</sup> September, 2018 at the Registered Office of the Company at Gat No. 139/2, Jain Valley, Shirsolli Road, Jalgaon – 425 002 to transact the following business;**

### **Ordinary Business**

1. To receive, consider and adopt the Financial Statements for the year ended 31st March, 2018 (including Standalone Balance Sheet as at 31st March, 2018 and Consolidated Balance Sheet as at 31st March, 2018, Cash Flow Statement and Standalone Profit & Loss account and Consolidated Profit & Loss account for the period ended on even date) together with Schedules, Notes thereon and the reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Sunil S Deshpande (DIN 07531121), who retires by rotation and being eligible offers himself for reappointment as Director.

### **Special Business**

#### **Mortgage of Immovable Properties of the Company**

3. 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 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 an authorized committee thereof 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**

**For Jain Farm Fresh Foods Ltd**



Jeetmal Taparia

**Company Secretary**

Place: **Jalgaon**

Date: **31.08.2018**

### **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 Company had appointed Haribhakti and Co., LLP, Mumbai as Statutory Auditors of the Company for a period of 5 years (for FY 2016 – FY 2021) in s AGM held in 2016. Ministry of Corporate Affairs (MCA) vide its notification has notified the provisions of the Companies (Amendment) Act, 2017 pursuant to which the first proviso of Section 139(1) of the Companies Act, 2013, with respect to ratification of appointment of Statutory Auditors of the Company every year shall be omitted with effect from 07<sup>th</sup> May, 2018.
- 3) The Register of Members, and related transfer books of the Company shall be closed from Monday, 17<sup>th</sup> September, 2018 to Saturday, 28<sup>th</sup> September, 2018 (both days inclusive).
- 4) Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 is annexed herewith.
- 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 11:00 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 their reappointment.

# 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 EGM held on 2<sup>nd</sup> December, 2015 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 Company has to secure Lenders as under which includes loans and initiatives.

### Financial facilities sanctioned

Sr. No.	Name of Lender	Nature of facility	Amount (Rs.in Crores)	Charge
1.	IDFC Bank Ltd	Working Capital Demand Loan	10.00	First pari passu charge by way of hypothecation on Current Assets
		Bank Guarantee (Performance)	100.00	
2.	State Bank of India	Working Capital facilities	380	First pari passu charge by way of hypothecation on Current Assets and Second pari passu charge on immovable assets
3.	Export Import Bank of India	Term Loan	150	First pari passu charge by way of hypothecation on movable fixed assets and first pari passu charge on immovable fixed assets

IDFC Bank Ltd has sanctioned and disbursed Working Capital Demand loan of Rs. 10 Crores and Bank Guarantee (Performance) of Rs. 100 Crores, State Bank of India has enhanced Working Capital facilities from Rs. 250 Crores to Rs. 380 Crores and Export Import Bank of India has sanctioned Term Loan of Rs. 150 Crores to the Company.

### Proposed borrowings

Sr. No.	Name of Trustee/ Lender(s)	Nature of facility	Amount (Rs. In Crores)	Nature of Charge
1	SBICAP Trustee Company Limited/Banks	Fund based and Non Fund based Working Capital	304	First pari passu charge on current/movable assets and second pari passu charge on fixed assets
2	Banks/Financial Institutions	Term Loan	75.00	First pari passu charge on fixed assets

The Company intends to raise funds of Rs. 304 Crores by way of fund based and non fund based working capital facilities to meet the working capital requirement of the Company. The Company also intends to raise a Term Loan of Rs. 75 Crores for capex. Hence, as the opportunity arises Company shall tie up the loans and offer adequate security to prospective lenders for the same as per terms to be agreed with them. This is just an enabling authority for security creation in case need arises.

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  
For Jain Farm Fresh Foods Ltd**



Jeetmal Taparia  
**Company Secretary**

Place: **Jalgaon**  
Date: **31.08.2018**



**Jain Farm Fresh Foods Ltd.**

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# Attendance Slip

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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 3rd 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 10 AM on Friday, 28<sup>th</sup> September, 2018.

\_\_\_\_\_  
Member's / Joint Member's / Proxy's Signature



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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 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 **3rd Annual General Meeting** of the Company, to be held at **10.00 AM on Friday, 28<sup>th</sup> September, 2018** 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:

<b>Resolution No</b>	<b>Particulars of Resolutions</b>
1	Consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the year ended 31st March, 2018 together with Schedules, Notes thereon and the reports of Board of Directors and Auditor's thereon.
2	Appointment of a Director in place of Shri Sunil S Deshpande, who retires by rotation and being eligible, offers himself for reappointment as Director.
3	Mortgage of Immovable Properties of the Company

Signed this \_\_\_\_\_ day of September, 2018.

Re. 1 Revenue stamp
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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 3rd Annual General Meeting.
- 3) Please complete all details including details of member(s) in above box before submission.