

NOTICE

NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING OF SHAREHOLDERS OF JAIN FARM FRESH FOODS LIMITED SHALL BE HELD AT REGISTERED OFFICE OF THE COMPANY AT JAIN VALLEY, SHIRSOLI RAOD, JALGAON 425001 AT 11.00 AM ON WEDNESDAY 28th JUNE, 2023 AND BY VIDEO-CONFERENCE TO CONSIDER AND, IF THOUGHT FIT, PASS THE FOLLOWING RESOLUTIONS WITH OR WITHOUT MODIFICATIONS:

SPECIAL BUSINESS:

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

To approve issue of Equity Shares of the Company by private placement for consideration other than cash by way of share swap

RESOLVED THAT pursuant to the provisions of Section 42 and 62 and other applicable provisions, if any, of the Act, read with rules made thereunder (including any statutory modifications or re-enactment thereof), and Articles of Association of the Company, the consent and approval of the Members of the Company be and hereby accorded to offering, issuing and allotting 14,07,574 (Fourteen Lakhs Seven Thousand Five Hundred and Seventy Four) Equity Shares of a face value of Rs. 10 (**"JFFFL Shares"**) **at a premium of Rs. 379.80 each to** Mandala Capital AG (in demat form) in consideration for acquisition of 2,40,00,000 Equity Shares of Sustainable Agro Commercial Finance Limited (**"SAFL"**) by way of share swap.

RESOLVED FURTHER THAT the Valuation Report dated 31st March 2023 prepared and issued by Mr. Bhavesh M Rathod, Chartered Accountants Registered Valuer - SFA, Mumbai, as placed before the Board, be and is hereby accepted and approved.

RESOLVED FURTHER THAT the draft letter of offer in Form PAS-4 for issue of JFFFL Shares and record of private placement in Form PAS-5, as placed before the Board, be and are hereby approved

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to file the said Form PAS-4 and Form PAS-5, e-Form MGT-14 and such forms and returns as may be required, with the Registrar of Companies and other authority, as may be required, and to do all necessary acts, deeds, matters and thins and to make the necessary entries in the applicable statutory Registers including but not restricted to Register of Members for the aforesaid issue and allotment of JFFFL Shares.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to make submissions of necessary documents with the Depository Participants (**"DP"**) and the Registrar and Transfer Agents (**"RTA"**) for registration of allotment of JFFFL Shares to Mandala Capital in dematerialized form, and

accordingly, entering the name of Mandala Capital in the register of members maintained by the Company and/or RTA on behalf of the Company.

2. To consider and, if thought fit, to pass with or without modifications, as may be deemed fit, the following resolution as Special Resolution:

Acquisition of Equity Shares of Sustainable Agro-Commercial Finance Limited (SAFL) against issue of Shares by private placement for consideration other than cash by way of share swap under private placement offer.

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, approval of the shareholders be and is hereby granted for entering into the Share Swap Agreement (copy of which is laid before the meeting and initialed by the Chairman for the purposes of identification) with Mandala Capital AG pursuant to which 2,40,00,000 Equity Shares of Sustainable Agro-Commercial Finance Limited (SAFL) would be acquired against issue of 14,07,574 Equity Shares of the Company (both lots are of equivalent fair value) and for implementation of the said agreement pursuant to which Equity Shares of JFFFL would be issued to Mandala Capital AG and Equity Shares of SAFL would be acquired from them.

RESOLVED FURTHER THAT the draft letter of offer in Form PAS-4 for issue of JFFFL Shares and record of private placement in Form PAS-5, as placed before the Board, be and are hereby approved.

RESOLVED FURTHER THAT Mr. Anil B. Jain, Chairman and/or Mr. Atul B Jain, Vice Chairman and/or Mr. Athang Anil Jain, Director and/or Mr. Jeetmal Taparia, Company Secretary of the Company be and is hereby authorized to sign and circulate the letter of offer in Form PAS-4 along with the application form to Mandala Capital AG whose name is recorded in Form PAS-5;

RESOLVED FURTHER THAT Mr. Anil B. Jain, Chairman or Mr. Atul B Jain, Vice Chairman or Mr. Athang Anil Jain, Director or Mr. Jeetmal Taparia, Company Secretary of the Company of the Company, be and is hereby authorised to file the said Form PAS-4 and Form PAS-5, e-Form MGT-14 and such forms and returns as may be required, with the Registrar of Companies and other authority, as may be required, and to do all necessary acts, deeds, matters and things and to make the necessary entries in the applicable statutory Registers including but not restricted to Register of Members for the aforesaid issue and allotment of JFFFL Shares.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to make submissions of necessary documents with the Depository Participants (“DP”) and the Registrar and Transfer Agents (“RTA”) for registration of allotment of JFFFL Shares to Mandala Capital in dematerialized form, and accordingly, entering the name of Mandala Capital in the register of members maintained by the Company and/or RTA on behalf of the Company.

3. To consider and, if thought fit, to pass with or without modifications, as may be deemed fit, the following resolution as Special Resolution:

To approve the increase in authorized Share Capital of the Company and amendment of Memorandum of Association and Articles of Association of the Company

Increase in authorized Share Capital of the Company and amendment of Memorandum of Association and Articles of Association of the Company

“RESOLVED THAT pursuant to the provisions of Section 61, 64 any other applicable provisions of the Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re- enactment thereof, for the time being in force), the consent of the Company be and is hereby given to increase Authorised Share Capital of the Company from Rs. 31,00,00,000/-(Rupees Thirty One Crores only) divided into 3,10,00,000 (Three Crores Ten Lac only) Equity Shares of Rs. 10/- each to Rs. 32,00,00,000/-(Rupees Thirty Two Crores only) divided into 3,20,00,000 (Three Crores Twenty Lacs only) Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company, be and is hereby authorized to sign and file the requisite e-forms including Form MGT – 14 , Form SH-7 along with such other documents as may be required, with the Registrar of Companies, Maharashtra, Mumbai and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution”.

Amend Clause 5 of the Memorandum of Association of the Company

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and any other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, (including any statutory modifications or re- enactment thereof, for the time being in force) the consent of the Company be and is hereby given to approve the alteration of Memorandum of Association, by substituting the existing Clause 5 with the following new Clause 5:

Clause No.	Existing Provision.	Proposed Provision.
5	The Authorised Share Capital of the Company is Rs. 31,00,00,000/- (Rupees Thirty One Crores only) divided into 3,10,00,000 (Three Crores Ten Lac only) Equity Shares of Rs. 10/- each with power to increase or reduce the capital and to divide Shares in Capital for the time being, into several classes, and to attach thereto respectively, such preferential, deferred, qualified or special rights (whether relating to differential rights of dividends, voting or otherwise), privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions, in such manner as may be for the time being be provided by the Articles of Association of the Company.	The Authorised Share Capital of the Company is Rs. 32,00,00,000/- (Rupees Thirty Two Crores only) divided into 3,20,00,000 (Three Crores Twenty Lacs only) Equity Shares of Rs. 10/- each, with a power to increase or reduce the capital and to divide Shares in Capital for the time being, into several classes, and to attach thereto respectively, such preferential, deferred, qualified or special rights (whether relating to differential rights of dividends, voting or otherwise), privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions, in such manner as may be for the time being be provided by the Articles of Association of the Company.

Amendment of Articles of Association of the Company.

“RESOLVED pursuant to provisions of section 14, 61, 64 and other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, (including any statutory modifications or re- enactment thereof, for the time being in force) the consent of the Company be and is hereby given to amend Article 3 of the Articles of Association of the Company, which be and is hereby modified to read as follows :

Article No.	Existing Provision.	Proposed Provision.
3.	The Authorised Share Capital of the Company is Rs. 31,00,00,000/- (Rupees Thirty One Crores only) divided into 3,10,00,000 (Three Crores Ten Lac only) Equity Shares of Rs. 10/- each with power to increase or reduce the capital and to divide Shares in Capital for the time being, into several classes, and to attach thereto respectively, such preferential, deferred, qualified or special rights (whether relating to differential rights of dividends, voting or otherwise), privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions, in such manner as may be for the time being be provided by the Articles of Association of the Company.	The Authorised Share Capital of the Company is Rs. 32,00,00,000/- (Rupees Thirty Two Crores only) divided into 3,20,00,000 (Three Crores Twenty Lacs only) Equity Shares of Rs. 10/- each, with power to increase or reduce the capital and to divide Shares in Capital for the time being, into several classes, and to attach thereto respectively, such preferential, deferred, qualified or special rights (whether relating to differential rights of dividends, voting or otherwise), privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions, in such manner as may be for the time being be provided by the Articles of Association of the Company.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company, be and is hereby authorized to sign and file the requisite e-forms including Form MGT – 14 , Form SH-7 along with such other documents as may be required, with the Registrar of Companies, Maharashtra, Mumbai and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution”.

4. To consider and, if thought fit, to pass with or without modifications, as may be deemed fit, the following resolution as Special Resolution:

Amendment in Articles of Association of the Company

RESOLVED pursuant to provisions of section 14 and other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, (including any statutory modifications or re- enactment thereof, for the time being in force) the consent of the Company be and is hereby given to amend the following Articles of the Articles of Association of the Company, which be and is hereby modified to read as follows :

Articles No.	Existing Provision	Proposed Amended provisions
2	“Investor” means Mandala	“Investor” means Mandala

(Interpretation)	Primrose Co-Investment Limited and is deemed to include its successors and permitted assigns as per these Articles.	Primrose and Mandala Capital, including any of their Affiliates holding Securities of the Company and is deemed to include its successors and permitted assigns as per these Articles.
2 (Interpretation)	“Equity Shares” shall mean (i) the ordinary Equity Shares of the Company, par value Rupees ten (10) per Share, and (ii) any other class of ordinary Equity Shares of the Company provided that Equity Shares shall not include any preference Shares of the Company.	“Equity Shares” shall mean (i) the ordinary Equity Shares of the Company, par value Rupees ten (10) per Share, and (ii) any other class of ordinary Equity Shares of the Company, including the Additional Equity Shares, provided that Equity Shares shall not include any preference Shares of the Company.
“”	New Definition	“Mandala Capital” means Mandala Capital AG Limited, a company incorporated under the laws of Mauritius.
“”	New Definition	“Mandala Primrose” means Mandala Primrose Co-Investment Limited, a company incorporated under the laws of Mauritius.
“”	New Definition	“Additional Equity Shares” means the Equity Shares of the Company issued and allotted to Mandala Capital as per the agreement entered between Mandala Capital and the Company as per the terms and conditions stipulated in the Deed of Adherence, and any further Equity Shares of the Company acquired and/or subscribed to by Mandala Capital, from time to time.
“”	New Definition	“Deed of Adherence” means the Deed of Adherence dated [----] entered between Mandala Capital and the parties of the Agreement, and any other deeds of adherence entered into by Mandala Capital, from time to time.
“”	New sub-Article (e) after Sub-Article (d) set out under heading “In these Articles” above Article 3	In these Articles: (e) Unless the context otherwise requires, Mandala Capital shall be entitled to all the rights and be bound by all the duties and obligations as are applicable to Mandala Primrose, and as set forth in the Deed of Adherence, as on the date of the Deed of Adherence.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company, be and is hereby authorized to sign and file the requisite e-forms including Form MGT – 14, Form SH-7 along with such other documents as may be required, with the Registrar of Companies, Maharashtra, Mumbai and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution”.

**By Order of the Board of Directors
Jain Farm Fresh Foods Limited**



**Jeetmal Taparia
Company Secretary**

Place : **Jalgaon**
Date : **27.06.2023**

Note:

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less than Forty-eight hours before the meeting.**
- 2) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed herewith.**
- 3) 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.**
- 4) Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.**

Explanatory Statement Pursuant to Provisions of Section 102 of the Companies Act, 2013

Item No. 1: Approval for issuing and allotting Shares for consideration other than cash, with detailed disclosures of the share-swap transaction along with the swap ratio

The Company proposes to enter into a Share Swap Agreement with Mandala Capital AG under which the Company shall issue 14,07,574 Equity Shares of Rs. 10 each fully paid up against which it shall acquire 2,40,00,000 fully paid up Equity Shares of Sustainable Agro-Commercial Finance Limited (SAFL), which are of equivalent fair value, as per the Valuation Report dated 31st March 2023 prepared and issued by Mr. Bhavesh M Rathod, Chartered Accountants Registered Valuer - SFA, Mumbai who has provided valuation of an Equity share in the Company and in SAFL. A copy of the valuation report shall be tabled before the general meeting for inspection by the members of the Company.

The issue of Equity Shares to Mandala Capital AG would be on a preferential issue basis by way of private placement and for consideration other than cash. Pursuant to Section 42 and 62 of the Companies Act, 2013.

Pursuant to Section 42, 62 and other applicable provisions of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, the following disclosures are made:

1) The Objects of the issue

The Company proposes to issue 14,07,574 Equity Shares of Rs. 10 fully paid up as consideration for acquisition of 2,40,00,000 Equity Shares of Sustainable Agro-Commercial Finance Limited (SAFL) from Mandala Capital AG which are of equivalent fair value as determined by a registered valuer.

2) The total number of Shares or other securities to be issued

14,07,574 Equity Shares of the Company of Rs. 10 each are proposed to be issued.

3) The price or price band at/within which the allotment is proposed

The 14,07,574 Equity Shares of Rs. 10 each of the Company are proposed to be issued and allotted at a price of Rs. 389.80 per share (i.e., Rs. 10 face value and Rs. 379.80 each by way of securities premium).

4) Basis on which the price has been arrived at along with report of the registered valuer

The issue price of the Equity Shares has been arrived at fair market value determined in accordance with internationally accepted methods of valuation, as been determined by a registered valuer. The copy of the valuation report is available at meeting place for inspection.

5) Relevant date with reference to which the price has been arrived at

The price has been determined with reference to the fair market value of the Equity Shares of the company as of 31.03.2023.

6) The class or classes of persons to whom the allotment is proposed to be made

The Equity Shares are being proposed to be issued and allotted to Mandala Capital AG, a company formed under the laws of Mauritius, having its office at Sanne House, Bank Street, Twenty Eight, Cybercity, Ebene 7220, Mauritius

7). Intention of promoters, directors or key managerial personnel to subscribe to the offer

None of the promoters, directors or key managerial personnel intended to subscribe to the offer of Equity Shares pursuant to this resolution.

8) The proposed time within which the allotment shall be completed

It is proposed that the allotment of Equity Shares pursuant to this resolution shall be completed within three months of the date of the extra ordinary general meeting.

9) The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them

The proposed allottee is Mandala Capital AG. The percentage of post preferential offer that may be held by them is 14,07,574 Equity Shares constituting 4.79% of the Equity share capital of the Company after such issue.

10) The change in control, if any, in the company that would occur consequent to the preferential offer

No change in control in the Company would occur consequent to the issue and allotment of Equity Shares to the proposed allottee consequent to the preferential offer.

11) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

The Company has not made any allotment of Equity Shares or other securities on a preferential basis during the year.

12) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

The Company proposes to acquire 2,40,00,000 Equity Shares in Sustainable Agro-Commercial Finance Limited (SAFL) against the issue and allotment on a preferential basis pursuant to this resolution.. The total fair market value of the Equity Shares of the Company being proposed to be issued and allotted is equivalent to the total fair market value of the Equity Shares of Sustainable Agro-Commercial Finance Limited being acquired by way of share swap.

13) The pre issue and post issue shareholding pattern of the company

Sr. No.	Category	Pre-issue		Post-issue	
		No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
A	Promoters' holding				
1	Indian:				
	Individual	6	-	6	
	Bodies corporate	2,48,70,487	88.81	2,48,70,487	84.56
	Sub-total	2,48,70,493	88.81	2,48,70,493	84.56
2	Foreign promoters	-	-	-	-
	sub-total (A)	2,48,70,493	88.81	2,48,70,493	84.56
B	Non-promoters holding				
1	Institutional investors	-	-	-	-
2	Non-institutional investors	-	-	-	-
3	Private corporate bodies	31,32,596	11.19	45,40,170	15.44
4	Indian public	-	-	-	-
5	Others (including Non-resident Indians (NRIs)	-	-	-	-
	Sub-total (B)	31,32,596	11.19	45,40,170	15.44
	GRAND TOTAL	2,80,03,089	100.00	2,94,10,663	100.00

None of the Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice except Mr. Aditya Mody, Director, who is a Mandala Capital AG in the (counter party Mandala entity) may be deemed to be interested in the resolution. Mr. Aditya Mody does not hold any Equity Shares in the Company or in Mandala Capital AG.

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

Item No. 2 To approve issue of Shares by private placement for consideration other than cash by way of share swap under private placement offer

The Company proposes to enter into a Share Swap Agreement with Mandala Capital AG under which 2,40,00,000 Equity Shares of Sustainable Agro-Commercial Finance Limited (SAFL) would be acquired against issue of 14,07,574 Equity Shares of the Company by way of Share Swap. The acquisition and issue would be at fair market value as determined by a registered valuer. Pursuant thereto, the registered valuer has determined the fair value of the Equity Shares of the Company and that of SAFL. The total value of the Equity Shares to be issued of the Company and the total value of the Equity Shares to be acquired of SAFL are equivalent. The Audit Committee of the Company and the Board of Directors have approved the entering into of the Share Swap Agreement and for implementation of the same by way of issue of Equity Shares of the Company and acquisition of Equity Shares of SAFL.

By way of abundant precaution, approval of the shareholders is being sought for entering into the said Share Swap Agreement and for implementing the same.

Relevant information as prescribed by law is given below:

(a)	name of the related party;	Sustainable Agro-Commercial Finance Limited (SAFL)
(b)	name of the director or key managerial personnel who is related, if any;	By way of abundant precaution, the following persons may be considered to be related parties: Mr. Anil B Jain, Chairman Mr. Atul B Jain, Vice Chairman Mr. Athang Anil Jain, Director Mr. Aditya Mody, Nominee Director
(c)	nature of relationship;	Mr. Anil Jain, Chairman is Directors and shareholders in SAFL and Mr. Atul B Jain is a Shareholder of SAFL Mr. Athang Anil Jain, Director is son of Shri Anil B Jain. Mr. Anil B Jain and Mr. Atul B Jain are promoters of SAFL also. Mr. Aditya Mody, Nominee Director may be deemed, by way of abundant precaution, to Mandala Capital AG
(d)	nature, material terms, monetary value and particulars of the contract or arrangement;	14,07,574 Equity Shares of JFFFL shall be issued bearing a fair value of Rs. 54.87 crores against acquisition of 240,00,000 Equity Shares of Sustainable Agro-Commercial Finance Limited bearing an equivalent fair value of Rs. 54.87 crores. The copy of the Share Swap Agreement containing all other material terms is

		enclosed and also shall be placed before the meeting.
(e)	any other information relevant or important for the members to take a decision on the proposed resolution.	Not Applicable

Since all the parties to Share swap are Shareholders of the Company/interested parties. There are no unrelated parties for this resolution. Hence, all present Shareholders shall vote on the resolution, assuming that Shareholders are supreme authority for a public but non listed entity.

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

Item No. 3: To approve the increase in authorized Share Capital of the Company and amendment of Memorandum of Association and Articles of Association of the Company

Item No. 3 – Increase in Authorised Share Capital.

The Board of Directors have considered and decided on 27.06.2023 to issue further Equity Shares on a preferential basis as also on conversion of Compulsorily Convertible Debentures, the company will need to increase its authorised share capital. Accordingly, the Memorandum and Articles of Association would have also to be amended pursuant to Section 13, 14 and other applicable provisions of the Companies Act, 2013 and rules notified there under, It is proposed to increase the authorised share capital as follows

Sr No.	Particulars	Existing			After Proposed Amendment		
		No. of Shares	Face Value (Rs.)	Amount (Rs.)	No. of Shares	Face Value (Rs.)	Amount (Rs.)
1	Equity Shares	3,10,00,000	10	31,00,00,000	3,20,00,000	10	32,00,00,000
Total				31,00,00,000	Total		32,00,00,000

The increase in Authorised Share Capital of the Company requires the approval of the members in the General Meeting. The alteration of the Memorandum and Articles of Association of the Company are only consequential changes to reflect the proposed changes in Authorised Share Capital of the Company.

The Board of Directors of the Company recommends that the resolution be passed as proposed.

None of the Directors is in any way interested in the related resolution placed before the meeting.

Item No. 4: To approve amendment of Association and Articles of Association of the Company

The Company has proposed to issue to Mandala Capital AG new Equity Shares by way of a share swap against acquisition Equity Shares of Sustainable Agro-Commercial Finance Limited (SAFL). It is proposed that these new Equity Shares being so issued to Mandala Capital AG be treated under the same category under the Articles of Association of the Company as the existing Shares already held by Mandala Primrose and accordingly give such rights and obligations to Mandala Capital AG as are granted to Mandala Primrose in respect of the Equity Shares held by them presently in the Company. Accordingly, it is proposed to amend the articles whereby Mandala Capital AG and the new Equity Shares being issued by them are also covered by the respective definitions.

None of the Directors, Key Managerial Personnel or their relatives are interested in these resolutions.

**By Order of the Board of Directors
Jain Farm Fresh Foods Limited**



**Jeetmal Taparia
Company Secretary**

**Place : Jalgaon
Date : 27.06.2023**



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

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 Extra Ordinary 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 28th June, 2023.**

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



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

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 Extra Ordinary General Meeting of the Company, to be held **at 11.00, Wednesday, 28th June, 2023** 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 approve issue of Equity Shares of the Company by private placement for consideration other than cash by way of share swap
2	To approve issue of Shares by private placement for consideration other than cash by way of share swap under private placement offer
3	To approve the increase in authorized Share Capital of the Company and amendment of Memorandum of Association and Articles of Association of the Company

Signed this day of June, 2023.

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 EGM Notice.
- 3) Please complete all details including details of member(s) in above box before submission.