

## 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, SHIRSOI RAOD, JALGAON 425001 AT 12.30 ON WEDNESDAY 11<sup>th</sup> OCTOBER, 2023 AND BY VIDEO-CONFERENCE TO CONSIDER AND, IF THOUGHT FIT, PASS THE FOLLOWING RESOLUTIONS WITH OR WITHOUT MODIFICATIONS:**

### SPECIAL BUSINESS:

#### **Issuance of unlisted, and Secured Non-Convertible Debentures**

**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:**

**"RESOLVED THAT** pursuant to the provisions of Sections 42 and 71 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any statutory modifications(s) or re-enactment(s) thereof, if any, and in accordance with the provisions of the Articles of Association and subject to such terms, conditions, alterations, corrections, changes, variations and or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the consent of the members is hereby accorded, to exercise one or more of its powers including the powers conferred by this resolutions and enabling provisions of the Memorandum of Association and Articles of Association of the Company, be and is hereby accorded to invite, offer, issue and allot on a private placement basis on the terms and conditions as set out in the draft Private Placement Offer Letter cum Application Form ("**NCD Offer Letter**") up to 14,500 (Fourteen Thousand and Five Hundred) non convertible debentures ("**NCDs**")CDs having face value of Rs. 1,00,000 (Rupees One Lakh) each at a coupon rate of 8.8% p.a. (Eight point Eight Percent), totalling to Rs. 1,45,00,00,000 (Rupees One Forty-Five Crores only) ("**NCD Issuance**"), to Alpha Alternatives Structured Credit Opportunities Fund ("**AASCOF**") and Pinkstone Ventures LLP ("**Pinkstone**") as per the terms of the debenture trust deed proposed to be executed between the Company and Catalyst Trusteeship Limited (being the debenture trustee) ("**NCD DTD**"), and other transaction documents to be entered into by the Company in relation to the Debentures ("**NCD Transaction Documents**") as per the bifurcation below on a private placement basis.

<b>Particulars and amount of the offer including the date of the passing of the Board resolution</b>	Issuance of Non-Convertible Debentures for an amount up to INR 1,45,00,00,000 on private placement basis on such terms and condition as may be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board)
<b>Kinds of securities offered</b>	unlisted Non-Convertible Debentures

<b>Basis or justification for the price (including the premium, if any) at which the offer or invitations is being made</b>	Price for each offer/issuance of unlisted non-convertible debentures will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board) based on the market conditions.
<b>Material terms of raising such securities</b>	1) <b>Face Value</b> - Rs. 1,00,000 2) <b>Coupon</b> - 8.8% p.a. (payable quarterly) 3) <b>Tenor</b> - 48 months with a lock-in period of 12 months 4) <b>Disbursement Date</b> - ----- October 2023
<b>Redemption</b>	0% in the first year; 20% in the second year; 40% in the third year and balance 40% at the end of the Tenor.
<b>Purpose or objects of offer</b>	Proceeds from the NCD Issuance to be utilized towards meeting working capital requirements.

<b>Name of the Proposed Investors</b>	<b>Address</b>	<b>Number of NCDs offered</b>	<b>Distinctive Numbers</b>	
			<b>From</b>	<b>To</b>
Alpha Alternatives Structured Credit Opportunities Fund	34 <sup>th</sup> Floor, Sunshine Tower, Senapati Bapat Marg, Near Kamgar Krida Maidan, Dadar, West, Mumbai-400013	<b>9,667</b>	<b>00001</b>	<b>9,667</b>
Pinkstone Ventures LLP	34th Floor, Sunshine Tower, Senapati Bapat Marg, Near Kamgar Krida Maidan, Dadar, West, Mumbai- 400013	<b>4,833</b>	<b>9,668</b>	<b>14,500</b>
<b>Total NCDs</b>		<b>14,500</b>		

**RESOLVED FURTHER THAT** the draft NCD Offer Letter in Form PAS-4 and record of private placement in Form PAS-5, as placed before the members of the Company, is hereby approved.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorised to:

- finalize the appointment of Catalyst Trusteeship Limited (being the debenture trustee) to the NCD Issuance and such other intermediaries as may be required to be appointed and terms and conditions of their appointment, succession and their agents;
- file such documents and seek such approvals from the appropriate regulatory authorities in connection with the issue of including but not limited to, Registrar of Companies, Reserve Bank of India, Securities and Exchange Board of India, etc.
- to approve and finalize, sign, execute the NCD Offer Letter in Form PAS-4 and record of private placement in Form PAS-5.

- d) to approach National Securities Depository Ltd or Central Depository Services (India) Limited for taking ISIN for the above NCDs and to execute application, Forms, declaration, undertakings and such other documents as the Depositories may require or payment of fees etc.
- e) to approve, finalise, sign and file Return of Allotment in Form PAS-3 and other applicable forms with Ministry of Corporate Affairs within stipulated time period.
- f) to appointment of Registrar and Transfer Agent (RTA) and finalise terms and conditions including professional fees.
- g) to take all actions and to do all such acts, deeds, documents, instruments and writings, including but not limited to, negotiating and finalizing the terms of security or any other NCD Debenture Documents, perfection/creation/modification/cessation of charge, filing of necessary forms, returns, applications, submissions, registrations, thereof, as it may in its absolute discretion deem necessary expedient, proper or desirable to give full effect to the aforesaid resolution.
- h) to present in the respective office of Registrar/ Sub-Registrar(s) of Assurances and lodge with and admit execution by the Company before the respective office of Registrar/ Sub-Registrar(s) of Assurances of such documents that are required to be registered for security creation and perform and do on behalf of the Company all acts as may be necessary to ensure completion of registration formalities.

**FURTHER RESOLVED THAT** Letter of Allotment, if necessary, are hereby authorised to be issued to the allottees under the signature of Mr. Anil B Jain, Chairman of the Company and/or under the signature of Mr. Jeetmal Taparia, Company Secretary under the common seal of the Company.

**FURTHER RESOLVED THAT** the NCDs in demat form be and are hereby authorized to be issued and credited to the allottee's beneficiary account with the depositary participant after completion of procedure related thereto as under:

<b>SR. NO.</b>	<b>NAME</b>	<b>DPID</b>	<b>Client ID NO.</b>	<b>DP NAME</b>
1	Alpha Alternatives Structured Credit Opportunities Fund	IN303719	11137213	Nuvama Wealth and Investment Limited
2	Pinkstone Ventures LLP	IN303116	13246521	Ventura Securities Limited

**RESOLVED FURTHER THAT** the Common Seal of the Company be affixed on the documents related to NCDs, and any of the said agreements and documents, and any further documents and agreements that may be required in the presence of any Director, and the Company Secretary of the Company or in the presence of an Authorized Officer in accordance with the Articles of Association of the Company who shall sign the same in token thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to allot the NCDs and to do all such acts, deeds and things incidental to the allotment.

**RESOLVED FURTHER THAT** the Directors/Company Secretary be and are hereby authorized severally to file necessary e-forms with Registrar of Companies, Maharashtra,

Mumbai and to do all such acts, deeds and things which are necessary to give effect to the above resolution."

## **ISSUANCE OF OPTIONALLY CONVERTIBLE DEBENTURES**

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

**"RESOLVED THAT** subject to approval of Shareholders pursuant to the provisions of Sections 42, 62(3) and 71 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any statutory modifications(s) or re-enactment(s) thereof, if any, and in accordance with the provisions of the Articles of Association and subject to such terms, conditions, alterations, corrections, changes, variations and or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the consent of the members is hereby accorded, to exercise one or more of its powers including the powers conferred by this resolutions and enabling provisions of the Memorandum of Association and Articles of Association of the Company, be and is hereby accorded to invite, offer, issue and allot on a private placement basis on the terms and conditions as set out in the draft Private Placement Offer Letter cum Application Form ("**OCD Offer Letter**"), up to 2,00,00,000 (Two Crores) unlisted and secured optionally convertible debentures ("**OCDs**") having face value of Rs. 10 (Rupees Ten) at a coupon rate of 8.8% p.a. (Eight point Eight Percent), totalling to Rs. 20,00,00,000 (Indian Rupees Two Crores) each to AASCOF and Pinkstone ("**OCD Issuance**") as per the terms of the debenture trust deed proposed to be executed between the Company and Catalyst Trusteeship Limited (being the debenture trustee) ("**OCD DTD**"), and other transaction documents to be entered into by the Company in relation to the Debentures ("**OCD Transaction Documents**"), as per the bifurcation below on a private placement basis.

<b>Particulars and amount of the offer including the date of the passing of the Board resolution</b>	Issuance of OCDs for an amount up to INR 20,00,00,000 on private placement basis on such terms and condition as may be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board)
<b>Kinds of securities offered</b>	Optionally Convertible Debentures
<b>Basis or justification for the price (including the premium, if any) at which the offer or invitations is being made</b>	Conversion price for each offer/issuance of OCDs will be Rs. 2,200 (Indian Rupees Two Thousand Two Hundred).
<b>Material terms of raising such securities</b>	<ol style="list-style-type: none"><li>1) <b>Tenor</b> - 48 months with a lock-in period of 12 months.</li><li>2) <b>Coupon</b> – 8.8% p.a. payable quarterly.</li><li>3) <b>Repayment Schedule</b> - If the OCDs are not converted into equity shares of the Borrower, then the OCDs to be redeemed in full at the end of the Tenor.</li><li>4) <b>Disbursement Date</b> - ----- October 2023</li></ol>
<b>Redemption</b>	If the OCDs are not converted into equity shares, then the OCDs to be redeemed in full at the end of the Tenor.

<b>Purpose or objects of offer</b>	Proceeds from the OCD Issuance to be utilized towards meeting working capital requirements.
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<b>Name of the Proposed Investors</b>	<b>Address</b>	<b>Number of OCDs offered</b>	<b>Distinctive Numbers</b>	
			<b>From</b>	<b>To</b>
Alpha Alternatives Structured Credit Opportunities Fund	34 <sup>th</sup> Floor, Sunshine Tower, Senapati Bapat Marg, Near Kamgar Krida Maidan, Dadar, West, Mumbai-400013	<b>1,33,30,000</b>	<b>00001</b>	<b>1,33,29,999</b>
Pinkstone Ventures LLP	34 <sup>th</sup> Floor, Sunshine Tower, Senapati Bapat Marg, Near Kamgar Krida Maidan, Dadar, West, Mumbai-400013	<b>66,70,000</b>	<b>1,33,29,999</b>	<b>1,99,99,999</b>
<b>Total OCDs</b>		<b>2,00,00,000</b>		

**RESOLVED FURTHER THAT** the draft OCD Offer Letter in form PAS-4 for OCD Issuance and record of private placement in Form PAS-5, as placed before the members, is hereby approved.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorised to:

- a) finalize the appointment of the Catalyst Trusteeship Limited (being the debenture trustee) to the OCD Issuance and such other intermediaries as may be required to be appointed and terms and conditions of their appointment, succession and their agents;
- b) file such documents and seek such approvals from the appropriate regulatory authorities in connection with the issue of including but not limited to, Registrar of Companies, Reserve Bank of India, Securities and Exchange Board of India, etc.
- c) to approve and finalize, sign, execute the OCD Offer Letter in Form PAS-4 and record of private placement in Form PAS-5.
- d) to approach National Securities Depository Ltd or Central Depository Services (India) Limited for taking ISIN for the above OCDs and to execute application, Forms, declaration, undertakings and such other documents as the Depositories may require or payment of fees etc.
- e) to approve, finalise, sign and file Return of Allotment in Form PAS-3 and other applicable forms with Ministry of Corporate Affairs within stipulated time period.
- f) to appointment of Registrar and Transfer Agent (RTA) and finalise terms and conditions including professional fees.
- g) to take all actions and to do all such acts, deeds, documents, instruments and writings, including but not limited to, negotiating and finalizing the terms of security or any other OCD Debenture Documents, perfection/creation/modification/cessation of charge, filing of necessary forms, returns, applications, submissions, registrations, thereof, as it may in its absolute discretion deem necessary expedient, proper or desirable to give full effect to the aforesaid resolution.

h) to present in the respective office of Registrar/ Sub-Registrar(s) of Assurances and lodge with and admit execution by the Company before the respective office of Registrar/ Sub-Registrar(s) of Assurances of such documents that are required to be registered for security creation and perform and do on behalf of the Company all acts as may be necessary to ensure completion of registration formalities.

**FURTHER RESOLVED THAT** Letter of Allotment, if necessary, are hereby authorised to be issued to the allottees under the signature of Mr. Anil B Jain, Chairman of the Company and/or under the signature of Mr. Jeetmal Taparia, Company Secretary under the common seal of the Company.

**FURTHER RESOLVED THAT** the OCDs in demat form be and are hereby authorized to be issued and credited to the allottee's beneficiary account with the depositary participant after completion of procedure related thereto as under:

<b>SR. NO.</b>	<b>NAME</b>	<b>DPID</b>	<b>Client ID NO.</b>	<b>DP NAME</b>
1	Alpha Alternatives Structured Credit Opportunities Fund	IN303719	11137213	Nuvama Wealth and Investment Limited
2	Pinkstone Ventures LLP	IN303116	13246521	Ventura Securities Limited

**RESOLVED FURTHER THAT** the Common Seal of the Company be affixed on the documents related to OCDs, and any of the said agreements and documents, and any further documents and agreements that may be required in the presence of any Director, and the Company Secretary of the Company or in the presence of an Authorized Officer in accordance with the Articles of Association of the Company who shall sign the same in token thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to allot the OCDs and to do all such acts, deeds and things incidental to the allotment.

**RESOLVED FURTHER THAT** the Directors/Company Secretary be and are hereby authorized severally to file necessary e-forms with Registrar of Companies, Maharashtra, Mumbai and to do all such acts, deeds and things which are necessary to give effect to the above resolution."

#### **ALTERATION OF ARTICLES OF ASSOCIATION**

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

**RESOLVED THAT** pursuant to the provisions of section 14 and any other applicable provisions of the Companies Act, 2013 ("Act") and other rules framed thereunder (including any statutory modification(s) and reenactment(s) thereof for the time being in force) subject to the approval of the members, consent of the Board of the Company, be and is hereby accorded to add Article 112 (1) after Article 112 of the Article of Association:

## **“Appointment of Nominee Director by Debenture Trustee**

### **1. Appointment of Nominee Director by Debenture Trustee**

(a) Notwithstanding anything contained in this Articles, the Board shall have the power, on receipt of the nomination by Catalyst Trusteeship Limited (“Debenture Trustee”) to appoint a Nominee Director (hereinafter referred to as the “**DT Nominee Director**”) on the Board of the Company in accordance with the Act and the Companies (Share Capital and Debentures) Rules, 2014, in the following circumstances:

- (i) defaults in payment of coupon, redemption premium or debenture payments to the debenture holders;
- (ii) default in creation of security; or
- (iii) default in redemption of the debentures.

(b) The DT Nominee Director shall not be liable to retire by rotation nor required to hold any qualification shares and have the right to be appointed member of any committee of the Board of the Company. They shall appoint the DT Nominee Director(s) forthwith on receiving a nomination notice from the Debenture Trustee. The DT Nominee Director(s) shall receive notices for all meetings of the Board of the Company, and the Debenture Trustee shall have the right to receive any report of such meetings from the DT Nominee Director(s). The DT Nominee Director(s) and shall be entitled to all the rights, privileges and indemnities of other directors including the sitting fees and expenses as are payable to the other directors, but if any other fees, commission, moneys or remuneration in any form are payable by the Company to the directors in their capacity as directors, the fees, commission, moneys and remuneration in relation to such DT Nominee Director(s) shall also accrue to the Company and shall accordingly be paid by the Company directly.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things incidental to the alteration of Articles of Association.

**RESOLVED FURTHER THAT** the copies of foregoing resolutions, certified to be true by any Designated Persons of the Company, may be furnished to any person(s) as may be required.”

## **Creation of charge/mortgage**

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

**“RESOLVED THAT** the consent of the Shareholders be and is hereby accorded 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 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 Limited**



Jeetmal Taparia  
**Company Secretary**

Place : **Jalgaon**

Date : **11<sup>th</sup> October, 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**

**Issuance of unlisted, and Secured Non-Convertible Debentures**

Alpha Alternatives Structured Credit Opportunities Fund ("AASCOF") and Pinkstone Ventures LLP ("Pinkstone") is providing financial assistance of Rs. 145,00,00,000 (Rupees One Hundred Forty Five Crores) to the Company and the Company shall be issuing 14,500 (Fourteen Thousand Five Hundred only) **unlisted, and Secured Non-Convertible Debentures** (NCDs) face value of Rs. 100000 (Rupees One Lac), to be issued in cash to AASCOF and Pinkstone on a private placement basis ("OCDs"). The proceeds from the issue shall be used to meet the working capital requirements of the Company.

The provisions of the Companies Act, 2013 require the Company to seek approval of the members for issue of NCDs on private placement basis. The approval of the members is accordingly being sought by way of a special resolution under Sections 42 and 71 of the Companies Act, 2013, read with the rules made thereunder, for the issue of the NCDs not exceeding an amount of Rs. 145,00,00,000 (Rupees One Hundred Forty Five Crores) and to offer and allot the NCDs on a private placement basis to AASCOF and Pinkstone on the terms and conditions set out hereunder.

**Given below are the terms of the issuance of NCDs by the Company:**

<b>Particulars and amount of the offer including the date of the passing of the Board resolution</b>	Issuance of Non-Convertible Debentures for an amount up to INR 1,45,00,00,000 on private placement basis on such terms and condition as may be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board)
<b>Kinds of securities offered</b>	unlisted Non-Convertible Debentures
<b>Basis or justification for the price (including the premium, if any) at which the offer or invitations is being made</b>	Price for each offer/issuance of unlisted non-convertible debentures will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board) based on the market conditions.
<b>Material terms of raising such securities</b>	<ol style="list-style-type: none"><li>1) Face Value - Rs. 1,00,000</li><li>2) Coupon- 8.8% p.a. (payable quarterly)</li><li>3) Tenor- 48 months with a lock-in period of 12 months</li><li>4) Disbursement Date - -----October, 2023</li></ol>
<b>Redemption</b>	0% in the first year; 20% in the second year; 40% in the third year and balance 40% at the end of the Tenor.

<b>Purpose or objects of offer</b>	Proceeds from the NCD Issuance to be utilized towards meeting working capital requirements.
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<b>Name of the Proposed Investors</b>	<b>Address</b>	<b>Number of NCDs offered</b>	<b>Distinctive Numbers</b>	
			<b>From</b>	<b>To</b>
Alpha Alternatives Structured Credit Opportunities Fund	34 <sup>th</sup> Floor, Sunshine Tower, Senapati Bapat Marg, Near Kamgar Krida Maidan, Dadar, West, Mumbai-400013	<b>9,667</b>	<b>00001</b>	<b>9,667</b>
Pinkstone Ventures LLP	34th Floor, Sunshine Tower, Senapati Bapat Marg, Near Kamgar Krida Maidan, Dadar, West, Mumbai- 400013	<b>4,833</b>	<b>9,668</b>	<b>14,500</b>
<b>Total NCDs</b>		<b>14,500</b>		

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolutions as set out in Item No. 1 of the Notice for the approval of the members by way of special resolution.

## **ITEM No.2**

### **OFFER, CREATE, ISSUE, 2,00,00,000 OPTIONALLY CONVERTIBLE DEBENTURES (OCD) AT A COUPON RATE OF 8.8% PER ANNUM HAVING FACE VALUE OF RS. 10.00 EACH OCD**

Alpha Alternatives Structured Credit Opportunities Fund ("AASCOF") and Pinkstone Ventures LLP ("Pinkstone") is providing financial assistance of Rs. 20,00,00,000 (Rupees Twenty Crores) to the Company and the Company shall be issuing 2,00,00,000 (Two Crores only) optionally convertible debentures having face value of Rs. 10 (Rupees Ten), to be issued in cash to AASCOF and Pinkstone on a private placement basis ("OCDs"). The proceeds from the issue shall be used to meet the working capital requirements of the Company.

The provisions of the Companies Act, 2013 require the Company to seek approval of the members for issue of OCDs on private placement basis. The approval of the members is accordingly being sought by way of a special resolution under Sections 42 and 71 of the Companies Act, 2013, read with the rules made thereunder, for the issue of the OCDs not exceeding an amount of Rs. 20,00,00,000 (Rupees Twenty Crore only) and to offer and allot the OCDs on a private placement basis to AASCOF and Pinkstone on the terms and conditions set out hereunder.

Given below are the terms of the issuance of OCDs by the Company:

<b>Particulars and amount of the offer including the date of the passing of the Board resolution</b>	Issuance of OCDs for an amount up to INR 20,00,00,000 on private placement basis on such terms and condition as may be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board)
<b>Kinds of securities offered</b>	Optionally Convertible Debentures
<b>Basis or justification for the price (including the premium, if any) at which the offer or invitations is being made</b>	Conversion price for each offer/issuance of OCDs will be Rs. 2,000 (Indian Rupees Two Thousand).
<b>Material terms of raising such securities</b>	<ol style="list-style-type: none"> <li><b>Tenor</b> - 48 months with a lock-in period of 12 months.</li> <li><b>Coupon</b> – 8.8% p.a. payable quarterly.</li> <li><b>Repayment Schedule</b> - If the OCDs are not converted into equity shares of the Borrower, then the OCDs to be redeemed in full at the end of the Tenor.</li> <li><b>Disbursement Date</b> - _____ October, 2023</li> </ol>
<b>Redemption</b>	If the OCDs are not converted into equity shares, then the OCDs to be redeemed in full at the end of the Tenor.
<b>Purpose or objects of offer</b>	Proceeds from the OCD Issuance to be utilized towards meeting working capital requirements.

<b>Name of the Proposed Investors</b>	<b>Address</b>	<b>Number of OCDs offered</b>	<b>Distinctive Numbers</b>	
			<b>From</b>	<b>To</b>
Alpha Alternatives Structured Credit Opportunities Fund	34 <sup>th</sup> Floor, Sunshine Tower, Senapati Bapat Marg, Near Kamgar Krida Maidan, Dadar, West, Mumbai-400013	1,33,30,000	00001	13330000
Pinkstone Ventures LLP	34 <sup>th</sup> Floor, Sunshine Tower, Senapati Bapat Marg, Near Kamgar Krida Maidan, Dadar, West, Mumbai-400013	66,70,000	13330001	20000000
<b>Total OCDs</b>		<b>2,00,00,000</b>		

The Shareholding Pattern of the Company before and after the private placement

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	84.56	2,48,70,487	78.73
	Sub-total	2,48,70,493	84.56	2,48,70,493	78.73
2	Foreign promoters	-	-	-	-
	sub-total (A)	2,48,70,493	84.56	2,48,70,493	78.73
B	Non-promoters holding				
1	Institutional investors	-	-	-	-
2	Non-institutional investors	-	-	-	-
	Overseas corporate bodies	45,40,170	15.44	66,28,567*	20.98
	Directors and relatives	-	-	-	-
	Indian public	-	-	-	-
	Others	-	-	90,909**	0.29
	Sub-total (B)	45,40,170	15.44	67,19,476	21.27
	GRAND TOTAL	2,94,10,663	100.00	3,15,89,969	100.00

\*Assuming conversion of 20,88,397 CCDs by Mandala Primrose Co-Investment Ltd into Equity Shares

\*\* If conversion of Optionally Convertible Debentures to be issued to Alpha Alternatives Structured Credit Opportunities Fund and Pinkstone Ventures, LLP

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolutions as set out in Item No. 2 of the Notice for the approval of the members by way of special resolution.

**Item No.3**

**Alteration of Articles of Association**

Alpha Alternatives Structured Credit Opportunities Fund (**"AASCOF"**) and Pinkstone Ventures LLP (**"Pinkstone"**) is providing financial assistance of an amount equivalent to Rs. 145,00,00,000 in the form of Non-Convertible Debenture and Rs. 20,00,00,000 in the form of Optionally Convertible Debentures to the Company and the Company shall be issuing 14,500 Secured, Redeemable, Non-Convertible

Debentures ("NCD") of Rs. 145,00,00,000 of face value INR 1,00,000/- each and 2,00,00,000 Optionally Convertible Debentures of Rs. 10 each to be issued at par in dematerialized form to AASCOF and Pinkstone on a private placement basis. The proceeds from the issue shall be used towards working capital requirements (hereinafter referred to as "**Transaction**").

As a part of the Transaction, a nominee director shall be appointed by the Debenture Trustee on occurrences of events more specifically described in the transaction documents entered into with AASCOF and Pinkstone. The existing Articles of Association of the Company do not contain provisions for appointment of a Nominee Director by Trustee.

The Board at its meeting held on 11.10.2023 has approved alteration of the AOA of the Company by adding Article 112 (1) after Article 112 of the Article of Association.

The Board now seek Members' approval for the same. The Board recommends the Special Resolution set forth in Item No.3 of the Notice for approval of the members.

Pursuant to Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company. Hence, the approval of the members of the Company is sought to amend the AOA of the Company.

A copy of the proposed set of new AOA of the Company would be available for inspection for the Members at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM. The aforesaid documents are also available for inspection at the EGM.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

The Board of Directors recommends the resolutions as set out in Item No. 3 of the Notice for the approval of the members by way of special resolution.

#### **Item No 4**

##### **Creation of charge/mortgage**

Alpha Alternatives Structured Credit Opportunities Fund (**AASCOF**) and Pinkstone Ventures LLP (**Pinkstone**) is providing financial assistance of an amount equivalent to Rs. 145,00,00,000 in the form of Secured Non-Convertible Debenture and Rs. 20,00,00,000 in the form of Optionally Convertible Debentures to the Company and the Company shall be issuing 14,500 Secured, Redeemable, Non-Convertible Debentures ("NCD") of Rs. 145,00,00,000 of face value INR 1,00,000/- each and 2,00,00,000 Secured Optionally Convertible Debentures of Rs. 10 each to be issued at par in dematerialized form to AASCOF and Pinkstone on a private placement basis.

As a part of the Transaction, security is to be created on movable/immovable properties of the Company on a pari passu basis in favour of Security Trustee.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

The Board of Directors recommends the resolutions as set out in Item No. 4 of the Notice for the approval of the members by way of special resolution.

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



Jeetmal Taparia  
**Company Secretary**

Place : **Jalgaon**

Date : **11<sup>th</sup> October, 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

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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 Extra Ordinary General Meeting to be held at Registered Office of the Company at Gat No. 139/2, Jain Valley, Shirsole Road, Jalgaon - 425 002 **at 12.30 PM on Wednesday, 11th October, 2023.**

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**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 Address	Gat No 139/2, Jain Valley, Shirsole, 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 12.30 PM on Wednesday, 11<sup>th</sup>, October, 2023** at Registered Office of the Company at Gat No 139/2, Jain Valley, Shirsol, Jalgaon 425001 and at any adjournment thereof in respect of resolutions as below:

Resolution No	Particulars of Resolutions
1	Issue unlisted, and Secured Non-Convertible Debentures to Alpha Alternatives Structured Credit Opportunities Fund and Pinkstone Ventures LLP
2	Issue optionally Convertible Debentures to Alpha Alternatives Structured Credit Opportunities Fund and Pinkstone Ventures LLP
3	Alteration of Articles of Association of the Company
4	Creation of charge/mortgage on movable/immovable properties of the Company

Signed this \_\_\_\_\_ day of October, 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.