



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 6th Annual General Meeting of Shareholders of Jain Farm Fresh Foods Limited will be held on Thursday, 30th September, 2021 at 11.00 AM at the Registered Office of the Company at Gat No. 139/2, Jain Valley, Shirsoli Road, Jalgaon – 425 002 through video conferencing/audio visual means 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, 2021 (including Standalone Balance Sheet as at 31st March, 2021, Standalone Profit & Loss account, Standalone Cash Flow Statement and Consolidated Balance Sheet as at 31st March, 2021, 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 Athang Anil Jain (DIN: 07398214), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for reappointment as a Director.

Item No. 3 – Re-appointment of Haribhakti & Co, LLP as Statutory Auditors 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 an **Ordinary Resolution**.

RESOLVED pursuant to the provisions of Section 139, read with the Companies [Audit and Auditors] Rules, 2014, and other applicable provisions [including any modification or re-enactment thereof] if any, of the Companies Act, 2013, **THAT** M/s Haribhakti & Co, LLP, Chartered Accountants, Mumbai. [Firm Registration No. 103523W/W100048] be and are hereby reappointed as the Statutory Auditors of the Company, to hold the office for a term of four years, beginning from the conclusion of the 6th Annual General Meeting, till the conclusion of the 10th Annual General Meeting of the Company to be held, on such terms and remuneration, as may be mutually agreed upon between the said Auditors/Partner and Board of Directors”.

FURTHER RESOLVED THAT Chairman/Vice Chairman/Wholetime Director and/or the Company Secretary of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated resolution."

SPECIAL BUSINESS

Item No. 4- 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 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."

Item No. 5 - Reappointment of Shri Ghanshyam Dass (DIN: 01807011) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act as amended from time to time, **Shri Ghanshyam Dass (DIN: 01807011)**, who was appointed as an Independent Director at the 1st Annual General Meeting of the Company held on 27.09.2016 and who holds office up to 6th

Annual General meeting and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149 (6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160 (1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendation of the Nomination and Remuneration Committee, to hold office for a second term of five years commencing with effect from the conclusion of this Annual General Meeting till conclusion of 11th Annual General Meeting to be held in year 2026, and that he shall not be liable to retire by rotation."

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

Sd/-

Jeetmal Taparia
Company Secretary

Place: **Jalgaon**

Date: **8th September, 2021**

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, 20th September, 2021 to Thursday, 30th September, 2021 (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. 4 – 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, 2019 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.

Item No. 5– Re-appointment of Shri Ghanshyam Dass as an Independent Director

Shri Ghanshyam Dass was appointed as an Independent Director of the Company at the 1st Annual General Meeting held on 27th September, 2016 for a period of five years up-to the conclusion of ensuing 6th Annual General Meeting.

The Board on 8th September, 2021 based on the recommendation of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Shri Ghanshyam Dass as a Member of the Board and considering that the continued association of Shri Ghanshyam Dass would be beneficial to the Company, proposed his re-appointment as an Independent Director of the Company, not liable to retire by rotation, for a second term effective from the conclusion of this 6th Annual General Meeting till conclusion of 11th Annual General Meeting to be held in year 2026. Further, the Company has, in terms of Section 160 (1) of the Companies Act, 2013('Act'), received a notice in writing from member proposing the candidature of Shri Ghanshyam Dass for the office of Director.

The Company has received from Shri Ghanshyam Dass (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect

that he is not disqualified under Section 164 (2) of the Act (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, the re-appointment of Shri Ghanshyam Dass as an Independent Director of the Company for a second term commencing from the conclusion of this 6th Annual General Meeting till conclusion of 11th Annual General Meeting to be held in year 2026 is being placed before the Shareholders for their approval by way of a Special Resolution. Shri Ghanshyam Dass, once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Shri Ghanshyam Dass is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder as amended, and is independent of the Management of the Company.

The disclosures pursuant to the Secretarial Standard on General Meeting (SS-2) are provided in "**Annexure I**" of this Explanatory Statement.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Shri Ghanshyam Dass, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 5 for the approval of the Members.

By Order of the Board of Directors

Jain Farm Fresh Foods Ltd

Sd/-

Jeetmal Taparia

Company Secretary

Place: **Jalgaon**

Date: **8th September, 2021**

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 6th Annual General Meeting

Name of Director/DIN	Mr. Athang Anil Jain (DIN: 07398214)
Profile	As a young entrepreneur, he has already launched products never before seen in the Indian markets – started up the consumer products division in the Company from scratch. Today the young division of the Company has a sales force across the nation and is working hard to bring the most innovative food products for the nation while supporting the farmers who work tirelessly to feed the country
Age	29 Years
Qualification	Masters in Management & Strategy from London School of Economics (LSE) and Graduation from St Xavier's College, Mumbai University, Mumbai in Economics & Statistics.
Experience (including expertise in specific functional area)/ Brief Resume	Besides overall marketing management responsibility he has also handled all India marketing function of food processing all over the world.
Terms and Conditions of Appointment / Re-appointment	Retirement by Rotation
Remuneration last drawn (including sitting fees, if any)	Rs.30.23 Lacs yearly
Remuneration proposed to be paid	Rs.30.23 Lacs yearly and Commission, if any
Date of first appointment on the Board	29 th May,2016
Shareholding in the Company as on 31st March, 2021	1 share as Nominee of Jain Irrigation Systems Limited
Relationship between Directors inter-se	Son of Mr. Anil B Jain, Chairman of the Company. Nephew of Shri Atul B Jain.
Number of meetings of the Board attended during the	4 (Four) out of 4 (Four)

year	
Other Directorship	NIL
Membership / Chairmanship of Committees of other Boards as on 31st March, 2021	None

Shri Ghanshyam Dass	
Brief profile	<p>Shri. Ghanshyam Dass has had an outstanding career in domestic, international banking and capital markets for over 38 years, during which he developed a firm understanding of the complexities of international markets. He is thoroughly familiar with the regulatory and business environment in USA, European Union, South East Asia, the Middle East, India and other major money-center locations.</p> <p>Shri Dass is an advisor to intel capital, member of the Association of Biotech Led Enterprises (ABLE), Bangalore, Hardware Task Force, Founder Member Association of Outsourcing Professionals (AOP), Member Academic Council – Union Bank School of Management, member of the CII National Council on corporate governance and regulatory framework and CII National Committee on capital markets and government nominee on the governing council of the Institute of Company Secretaries of India (ICSI). Shri Dass is a member of Brickwork Ratings Committee (a credit rating agency) and Vice President of Karnataka Athletics Association)</p>
Age	68 years
Qualifications	<ul style="list-style-type: none"> - Masters in Linguistics (an Inter Disciplinary Course) from Jawaharlal Nehru University, New Delhi (1977) - Bachelor's degree with Honours in Economics from Delhi University, New Delhi, India (1973) - Underwent intensive training programmes at Wells Fargo Bank N. A. and Marine Midland Bank N. A. to learn US Banking Operations; Attended BOOT Camp – Boston - Investment Banking and Transactional of Finance Training Programmed conducted by Harvard Business School; Customer Service, Marketing and and Negotiation Skills - An Intra Group Training Programme at New

	Jersey New York; Management of People & Change HSBC Bank Hong Kong; Advanced Management Skills HSBC Bank London;
Experience (including expertise in specific functional area)/ Brief Resume	<p>Shri Dass has while working for various organizations in the region, he has been able to establish close and mutually cooperative relationship with most Banking and non-Banking Financial Institutions, Stock Exchanges, Corporates, Regulators and Government Departments.</p> <p>Over the last two decades, Shri Dass has been a significant voice in promoting India and Indian corporates in many countries worldwide. He has travelled extensively across all continents and has been a speaker and participated in panel discussions and conferences (including World Economic Forum) in Australia, China, Hong Kong, India, Singapore, South Korea, Vietnam, Thailand, Malaysia and several countries in the Middle East, among others. He is also regularly invited to speak, lead and participate at various seminars and panel discussions organized by industry associations, leading institutions and regulatory bodies. He has been a strong advocate of sound corporate governance and high standards of transparency to the corporate sector in the region.</p> <p>Shri Dass joined NASDAQ OMX Group in 2000 and up until February 2008, he was Managing Director – Asia Pacific & Middle East, prior to which he was the General Manager and Chief Executive of Majan International Bank (a subsidiary of Commerz Bank A. G., Frankfurt, Germany) in the Sultanate of Oman. He also worked on several assignments, including the British Bank of the Middle East for two years as the Chief Executive Officer for its India operations, and with the Hong Kong and Shanghai Banking Corporation for over ten years as Manager – South Asia & Middle East, Financial Institutions Group amongst other assignments.</p> <p>In his early career, he spent over nine years with US Educational Foundation in India (as Research Assistant to a Senior Fullbright Scholar), Bank of India, Wells Fargo Bank N.A., (as Assistant Representative for India) and Marine Midland Bank, N.A, (before being seconded to Hongkong and Shanghai Banking Corporation, India in January 1986)</p>
Terms and Conditions of	Being appointed as an Independent Director for 5

Appointment / Re-appointment	years (Second Term).
Remuneration last drawn (including sitting fees, if any)	Remuneration: Nil Sitting Fees: Rs. 90,000/-
Remuneration proposed to be paid	Sitting Fees
Date of first appointment on the Board	27th September, 2016 and re-appointed on 8 th September, 2021
Shareholding in the Company as on 31st March, 2021	Nil
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the year	3 (Three) out of 4 (Four) meeting
Directorships of other Boards as on 31st March, 2021	1) Jain Irrigation Systems Limited
	2) Powerica Ltd
	3) Mayar Infrastructure Development Pvt. Ltd.
	4) Premiered League Private Limited.
Membership / Chairmanship of Committees of other Boards as on 31st March, 2021	Chairman of Audit Committee and Risk Management Committee of Jain Irrigation Systems Ltd.



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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 6th Annual General Meeting to be held at Registered Office of the Company at Gat No. 139/2, Jain Valley, Shirsolli Road, Jalgaon - 425 002 **at 11 AM on Thursday, 30th September, 2021.**

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	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 **6th Annual General Meeting** of the Company, to be held at 11.00 **AM on Thursday, 30th September, 2021** 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, 2021 (including Standalone Balance Sheet as at 31 st March, 2021, Standalone Profit & Loss account, Standalone Cash Flow Statement and Consolidated Balance Sheet as at 31 st March, 2021, 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 Athang Anil Jain (DIN: 07398214), who retires by rotation as Director.
3	Re-appointment of Statutory Auditors
4	Mortgage of Immovable Properties of the Company.
5	Reappointment of Shri Ghanshyam Dass (DIN: 01807011) as an Independent Director

Signed this _____ day of September, 2021.

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 6th Annual General Meeting.
- 3) Please complete all details including details of member(s) in above box before submission.