



## **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 9<sup>th</sup> Annual General Meeting of Shareholders of Jain Farm Fresh Foods Limited will be held on Monday, 30<sup>th</sup> September, 2024 at 11.00 AM at the Registered Office of the Company at Gat No. 139/2, Jain Valley, Shirsoli Road, Jalgaon-425002 physically or through Video Conferencing (VC)/Other Audio Visual Means (OAVM)/ 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 31<sup>st</sup> March, 2024 (including Standalone Balance Sheet as at 31<sup>st</sup> March, 2024, Standalone Profit & Loss account, Standalone Cash Flow Statement and Consolidated Balance Sheet as at 31<sup>st</sup> March, 2024, 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.

#### **SPECIAL BUSINESS**

##### **Item No. 3- To Seek Approval under Section 180(1)(a) of The Companies Act, 2013, inter alia, for Creation of Charge on the Assets or Undertaking(s) 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** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the “Act”) and any other applicable provisions, if any, of the Act, or any amendment or modifications thereof and pursuant to the enabling provisions of the Memorandum of Association and Articles of Association of the Company, **the** consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or dispose of in any manner, including, but not limited to mortgaging, hypothecating, pledging or in any manner creating or modifying charge on all or any part of the present and future moveable or immovable assets or properties of the Company, or

the whole or any part of the undertaking(s) of the Company, of every nature and kind whatsoever (hereinafter referred to as the "Assets") and/or creating or modifying a floating charge on the Assets in favour of banks, financial institutions, investors, debenture trustees or Security Trustee or any other lenders, in addition to existing charges, in such form and manner on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be, in favour of the Lender(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company, from time to time including but not limiting to securing the loans to be re-structured with and Non-Convertible Debentures to be issued to the specified lenders and subject to the limits approved under Section 180(1)(c) of the Act for the due re-payment of the principal and/or together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, premium (if any) on redemption, all other costs, charges and expenses and all other monies payable by the Company, in terms of the agreements entered into / to be entered by the Company, in respect of the said loans / borrowings / debentures / securities / Working Capital borrowings Non-Convertible Debentures (NCD's), provided that the aggregate indebtedness so secured by the assets do not at any time exceed the limits approved under Section 180(1)(c) of the Act."

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank exclusive / pari passu / subservient with / to the charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution(s), the Board or it's subcommittee or Key Managerial Personnel (KMP's) be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act."

#### **Item No. 4- Appointment of Shri Atul B Jain as Whole Time Director**

**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** pursuant to provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to all other approvals, as may be required, the Company be and do hereby approve and consent to appoint Shri Atul B. Jain (DIN 00053407) as Whole Time Director designated as Vice Chairman of the Company, for a period of 3(Three) years from 1st June, 2024 to 31<sup>st</sup> May, 2027, without any remuneration for the time being, with liberty to the Board of Directors to alter, and

vary the terms and conditions (including designation of the said appointee) and remuneration, so as not to exceed the limits specified in Section 197 read with Part II, Section I of Schedule V to the Act or the applicable provisions of the Act for the time being in force, or any amendments and / or modifications as may be agreed between the Board of Directors and the appointee during the tenure of such appointment.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to complete the necessary filings and to take such steps as may be necessary and desirable to give effect to this resolution."

**Item No 5: Appointment of Shri Shishir Dalal (DIN: 00007008) as an Independent Director for a period of 5 years (First Term)**

**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** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri. Shishir Dalal (DIN 00007008), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from 6<sup>th</sup> September, 2024, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Independent Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and being eligible for appointment under the provisions of the Act and the Rules framed thereunder, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from the conclusion of 9<sup>th</sup> Annual General Meeting till conclusion of 14<sup>th</sup> Annual General Meeting to be held in year 2029. "

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorised to complete the necessary filings and to take such steps as may be necessary and desirable to give effect to this resolution."

**By Order of the Board of Directors**

Sd/-  
Jeetmal Taparia  
**Company Secretary**

Place: **Jalgaon**

Date: **6<sup>th</sup> September, 2023**

## 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 a 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, 23<sup>rd</sup> September, 2024 to Monday, 30<sup>th</sup> September, 2024 (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 and II**" to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

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

**SPECIAL BUSINESS**

**Item No. 3 – Creation of Charge on the Assets or Undertaking(s) of the Company**

The Company borrows from time to time and within the limits prescribed for by Shareholders (currently at Rs. 1,500 crores). To borrow from Term Lenders the Company has to create charge/mortgage on its immovable and movable properties, (whether equitable or registered) including all plant and machinery which are firmly fastened to earth or anything attached to the earth, both present and future. Generally, the working capital lenders in addition to hypothecation of stocks and receivables, seek an additional collateral charge on the fixed assets of the Company.

The resolution intend to seek the approval of Shareholders for creation and/or extension of charge/ encumbrance on the assets/ undertakings of the Company as required under the provisions of Section 180(1)(a) of the Companies Act, 2013 and a possible disposal on invocation of the security by the lenders, if any, in future. Although, creation of such charge on assets of the Company does not by itself 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 precaution the approval of Shareholders is sought by way of Special Resolution.

The Directors recommend the resolution for approval of the members.

None of the Directors and Key Managerial Personnels of the Company and/or their relatives neither interested nor concerned in the resolution.

**Item No. 4- Appointment of Shri Atul B Jain as Whole Time Director**

The Nomination and Remuneration Committee of the Company has approved and recommended the appointment of Shri Atul B. Jain as Whole Time Director, designated as Vice Chairman of the Company for period of 3 years w.e.f. 01<sup>st</sup> June, 2024, in the meeting held on 7<sup>th</sup> June, 2024. The Board of Directors of the Company have also approved on the recommendation of the Nomination and Remuneration Committee for appointment of Shri Atul B. Jain in their meeting held on 7<sup>th</sup> June, 2024 without payment of any remuneration for the time being. Shri Atul B Jain is also presently a Whole Time Director in Jain Irrigation Systems Ltd., which is the holding Company of Jain Farm Fresh Foods Ltd.

Appointment of Shri Atul B Jain as Whole Time Director designated as Vice Chairman of the Company is necessary to ensure smooth functioning, growth and implementation of plans of the Company and the Board of Directors accordingly recommend that the resolution for his appointment as Whole Time Director designated as Vice Chairman be approved without payment of any remuneration for the time being.

Save and except as provided above, Shri Atul B. Jain satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Other disclosures pursuant to the Secretarial Standard on General Meetings (SS-2) are provided in "Annexure II" of this Explanatory Statement.

Shri. Atul B. Jain may be deemed to be interested in the resolution at item number 4 of the Notice and this may be treated as the abstract of his interest.

In view of the above, your Directors consider it necessary and desirable to retain in the Board, Shri Atul B. Jain as Whole Time Director and Vice Chairman whose terms and conditions of the appointment are contained in the proposed resolution.

No Director or Key Managerial Personnel or their relatives other than, Shri Anil B. Jain and Athang Anil Jain, who are related as brother and nephew to the appointee respectively, are neither interested or concerned in the proposed resolution.

**Item No. 5 – Appointment of Shri Shishir Dalal (DIN: 00007008) as an Independent Director for a period of 5 years (First Term)**

The Board on 6<sup>th</sup> September, 2024 based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Shri. Shishir Dalal as an Additional (Independent) Director of the Company, liable to retire at the 9<sup>th</sup> AGM, but to be appointed as an Independent Director for a term effective from the conclusion of this 9<sup>th</sup> Annual General Meeting till conclusion of 14<sup>th</sup> Annual General Meeting to be held in year 2029. Further, the Company has, in terms of Section 160 (1) of the Companies Act, 2013 ('Act'), received a notice in writing from a member proposing the candidature of Shri. Shishir Dalal for the office of Independent Director.

The Company has received from Shri. Shishir Dalal : (i) the 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, and (iv) Declaration that, he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India, or any other such authority.(v) Confirmation that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties as an Independent Director of the Company. (vi) confirmation that he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.

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 appointment of Shri Shishir Dalal as an Independent Director of the Company for a term commencing from the conclusion of 9<sup>th</sup> Annual General Meeting till conclusion of 14<sup>th</sup> Annual General Meeting to be held in year 2029 is being placed before the Shareholders for their

approval by way of Special Resolution. Shri. Shishir Dalal, once appointed, shall not be liable to retire by rotation.

In the opinion of the Board, Shri Shishir Dalal, is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder, and is independent of the Management of the Company. The disclosures are being made pursuant to the Secretarial Standard on General Meeting (SS-2) are provided in "**Annexure III**" of this Explanatory Statement.

Except Shri. Shishir Dalal, to whom the resolution relates, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested **in this resolution.**

**By Order of the Board of Directors**

Sd/-  
Jeetmal Taparia  
**Company Secretary**

Place: **Jalgaon**

Date: **6<sup>th</sup> September, 2023**

## 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 9<sup>th</sup> Annual General Meeting**

Name of Director/DIN	<b>Shri Athang Anil Jain (DIN: 07398214)</b>
Profile	<p>Mr. Athang Jain is Director in Jain Farm Fresh Foods Ltd. since 29<sup>th</sup> May, 2016. He is working towards bringing healthy, sustainable and innovative consumer food products to the Indian and export markets so that small farmers of the country may realise better value for their produce. 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.</p> <p>Besides overall marketing management responsibility he has also handled all India marketing function of food processing all over the world.</p>
Age	32 Years
Qualification	Masters in Management & Strategy from London School of Economics (LSE) and Graduation from St Xavier's College, University of Mumbai, Mumbai in Economics & Statistics.
Experience (including expertise in specific functional area)/ Brief Resume	Overseeing international sales, overseas food subsidiaries, general sales and marketing, business development, strategic planning and growth of its food business
Terms and Conditions of Appointment / Re-appointment	Retirement by Rotation
Remuneration last drawn (including sitting fees, if any)	Rs. 30.23 Lacs PA
Remuneration proposed to be paid	Same as above
Date of first appointment on the Board	29 <sup>th</sup> May, 2016
Shareholding in the Company as on 31st March, 2023	1 Share
Relationship between Directors inter-se	Son of Shri Anil B Jain, Chairman of the Company
Number of meetings of the Board attended during the year	Five meetings out of six meetings



Other Directorship	Jain Agri Bio Tech Limited- Director
Membership / Chairmanship of Committees of other Boards as on 31st March, 2022	None

## Annexure II

### ***Disclosure pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2")***

#### **Details of the Directors re-appointment at the 9<sup>th</sup> Annual General Meeting**

##### **Brief profile of Shri Atul B. Jain.**

Shri Atul B. Jain (DIN 00053407) is a Commerce Graduate. Shri Atul Jain took over the marketing responsibilities of Jain Irrigation products initially at the Mumbai office before going to New York, Dubai, Africa and Europe for further business penetration. Besides overall marketing management responsibility he has also handled all India marketing function of Drip Irrigation and PVC pipe products, PE and other speciality pipes and fittings all over the world. He has been involved with development of new applications & products in overseas markets for food, plastic and sheet divisions. He is currently also Chief Financial Officer of the Company.

Since 2002, Atul Jain has been based in Jalgaon. He oversees the marketing of Irrigation products, piping products in both domestic and international markets. He is a great believer in innovation. Shri Atul Jain has been instrumental in developing a strong market for PVC pipes for domestic and export markets.

He is widely travelled all over the world for continued market development and deep penetration into domestic and international markets for marketing of the JISL Business Model of Sustainable Development & Uplift of the Entire Community, based on which each of JISL's Products & Services are being developed.

Under his able direction Jain Irrigation Systems Ltd ("JISL") has signed MOU with Governments in India and abroad, wherein JISL has been given the mandate for developing a total Country Plan for achieving Food & Water Security. Shri Atul B. Jain has a passion to build complete solution around water at country and city levels.

##### **Other disclosures pursuant to Secretarial Standard on General Meetings (SS-2) with respect to re-appointment of Shri Atul B. Jain.**

<b>Particulars</b>	<b>Disclosures</b>
Date of Appointment & term of appointment (Proposed)	W.e.f. 01 <sup>st</sup> June, 2024, 3years
Date of Birth and age	06 <sup>th</sup> January, 1969, 55 years.
Qualification	B.Com.
Date of first appointment	29 <sup>th</sup> May, 2016
Shareholding in the Company	1 Equity Share
Number of meetings of Board attended during the year	Four meetings out of Six meetings

Disclosure of relationships between Directors	Shri Anil B. Jain is brother and Shri Athang Anil Jain is nephew and related to each other.
<b>Other Directorships, Membership/Chairmanship of Committees of other Boards*</b>	
1) Jain Irrigation Systems Limited	2) Jain Vanguard Polybutylene Limited
3) Jalgaon Investments Pvt Ltd	4) Cosmos Investment And Trading Pvt Ltd
5) JAF Products Private Limited	6) Atlaz Technology Private Limited
7) Jain Brothers Industries Private Limited	8) Jain Extrusion And Moulding Private Ltd
9) Timbron India Private Limited	10) Jain Rotfil Heaters Private Limited
11) Pixel Point Private Limited	12) Jain Eagro Com India Private Limited
13) Jain Farm Fresh Foods Inc., (Formerly	14) Jain Overseas Investments Ltd
15) Jain Investment & Finance BV	16) Jain America Holdings Inc, Delaware
17) Jain International Foods Ltd (Erstwhile	18) Jalgaon Udyog
19) Jain Computer & Allied Services	20) Jalgaon Metal & Bricks Manufacturing
21) Jain Dream Spaces	22) Jain Sons & Investment Corporation
23) Bahinabai Chaudhari Memorial Trust	24) Anubhuti Scholarship Foundation
25) Jain Family Holding Trust	26) Jain Family Investment Trust
27) Jain Family Enterprises Trust	28) Jain Family Investment Management
29) Jain Family Trust	

\*Above entities are group holding, Subsidiary Companies and/or Trusts

### Annexure III

#### ***Disclosure pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2")***

#### **Details of the Directors re-appointment at the 9<sup>th</sup> Annual General Meeting**

#### **Details related to Appointment of Mr. Shishir Dalal (DIN: 00007008) as an Independent Director for a period of 5 years referring to Item No. 5 of notice**

<b>Name</b>	Shri Shishir Vasant Dalal
<b>Director Identification Number</b>	00007008
<b>Age</b>	68 years
<b>Qualification</b>	Chartered Accountant by Qualification having rich experience of more than 30 years in the field of Corporate Finance, Audit & Tax, M&A, Strategy & Investment Management, Corporate Finance etc.
<b>Experience</b>	More than 30 years
<b>Nature of Expertise in specific functional areas</b>	<ul style="list-style-type: none"> <li>• M&amp;A, Strategy &amp; Investment Management</li> <li>• Corporate Finance</li> <li>• Audit &amp; Tax</li> <li>• Operations &amp; Management</li> <li>• Corporate Advisory Services</li> <li>• Corporate Strategy &amp; Planning</li> <li>• Corporate Governance, Risk &amp; Compliance</li> <li>• Leadership</li> <li>• Entrepreneurship</li> </ul>

**Brief Resume of the Director**

Shri Shishir Dalal, is 68 years of age and has vast, rich experience of more than 30 years in the field of Corporate Finance, Audit & Tax. During his practice, he was the Senior Partner of Dalal & Shah, Chartered Accountant firm in India having multi office locations like Pune, Delhi and Ahmedabad. In 2008-2009 the firm became a member of PwC International, where he was the Senior Partner for 4 years as an Assurance Partner.

During his tenure as a Partner at Dalal & Shah and PwC & Co he was signing partner for some of the largest listed Companies like Bajaj Auto, Bajaj Auto Finance which (later became Bajaj Finance Limited) Kirloskar Oil Engines, Bank of Maharashtra, Kirloskar Pneumatic, Bharat Bijlee Limited, Parle Bisleri Limited. He was the signing partner for the IPO of Bajaj Finance, Hubtown etc.

He acted as an Advisor in following Companies:

- Advisor to Parle Beverages in selling the Brand and Business to Coca cola USA along with McKinsey & Co.
- Sole advisor to OCB Oilfield Services FZCO for selling the offshore drilling Company to Gulf Capital sovereign fund of Abu Dhabi.
- Advisor to BCJ Hospital (Asha Parekh Hospital, Mumbai) for Operations & Management Contract with Shalby Hospitals Ahmedabad.
- Advisor KYB Japan for acquiring majority stake in Conmat Vadodara.
- Advisor to Overseas Infrastructure Alliance specialises as an EPC in Africa as far as 3 years.
- Advisor to Media.Net a US 1 billion Conglomerate which has operations in Dubai, India & USA.
- Advisor to S.H. Kelkar for selling partial stake to Blackstone which is one of the largest Private Equity Funds in the World.
- Present Corporate Advisor specialising in Mergers &

	Acquisitions Corporate Affairs to some of the Indian Corporates.
<b>Date of first Appointment</b>	Appointed as an Additional (Independent) Director as on 6 <sup>th</sup> September, 2024.
<b>Terms and conditions of Appointment</b>	<p>It is proposed to appoint Shri Shishir Dalal as a Non-Executive (Independent) Director of the Company, not liable to retire by rotation, for a first term of 5 (five) years, commencing with effect from the conclusion of 9<sup>th</sup> Annual General Meeting.</p> <p>Terms and conditions of appointment are in accordance with the Appointment and Remuneration Policy of the Company.</p>
<b>Remuneration last drawn</b>	Not Applicable
<b>Remuneration proposed to be given</b>	The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof, reimbursement of expenses for participation in the meetings and also commission on an annual basis of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.
<b>Number of Board meetings of the Company attended during the year</b>	Not Applicable
<b>Listed Entities in which the person holds the Directorship and the Membership of Committees of the Board along with listed entities from which the person has Resigned in the past three years</b>	<ol style="list-style-type: none"> <li>1. <u>Jain Irrigation Systems Ltd</u>- Independent Director and Chairman of Audit Committee.</li> <li>2. <u>Themis Medicare Limited</u> – Director and Chairman of Audit and Nomination and remuneration Committee.</li> <li>3. <u>Remsons Industries Limited</u> – Director and Member of Audit and Stakeholder Relationship Committee.</li> <li>4. <u>Sustainable Agro-Commercial Finance Limited</u> – Director and Chairman of Audit Committee and Member of Nomination and remuneration Committee &amp; Risk Management Committee.</li> <li>5. <u>Windsor Machines Limited</u> - Director and Chairman of Audit,</li> </ol>

	<p>Nomination and Remuneration Committee and Corporate Social Responsibility Committee.</p> <p>6. <u>Keynote Financial Services Limited</u> - Director and Chairman of Audit Committee and Member of Nomination &amp; Remuneration Committee.</p> <p>7. <u>Transwarranty Finance Limited</u>- Ceased to be a Director from 29.01.2024</p>
<b>Directorships held in other Companies/Branches</b>	<p>1. Rcube Energy Storage Systems Private Limited</p> <p>2. Eurus First Financial Partners Private Limited</p> <p>3. Eurus Management Services Private Limited</p> <p>4. Star Chemicals (Bombay) Private Limited</p> <p>5. Hbits Property Management Private Limited</p> <p>6. Hbits Proptech Private Limited</p>
<b>Memberships/Chairmanships of committees of other Companies</b>	Nil
<b>Number of shares held in the Company</b>	Nil
<b>Relationship with other Directors and Key Managerial Personnel or their respective relatives</b>	Not related to any Director / Key Managerial Personnel.



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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 8<sup>th</sup> Annual General Meeting to be held at Registered Office of the Company at Gat No. 139/2, Jain Valley, Shirsoli Road, Jalgaon - 425 002 **at 11 AM on Monday, 30<sup>th</sup> September, 2024.**

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**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	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 **8<sup>th</sup> Annual General Meeting** of the Company, to be held at **11.00 AM on Monday, 30th September, 2024** at Registered Office of the Company at Gat No 139/2, Jain Valley, Shirsolli, Jalgaon 425001 and at any adjournment thereof in respect of resolutions as below:

<b>Resolution</b>	<b>Particulars of Resolutions</b>
1	To receive, consider and adopt and approve the Financial Statements for the year ended 31 <sup>st</sup> March, 2024 (including Standalone Balance Sheet as at 31 <sup>st</sup> March, 2024, Standalone Profit & Loss account, Standalone Cash Flow Statement and Consolidated Balance Sheet as at 31 <sup>st</sup> March, 2024, 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 and eligible for re-appointment.
3	Creation of Charge on the Assets or Undertaking( s) of the Company.
4.	Appointment of Shri Atul B Jain as Whole Time Director.
5	Appointment of Shri Shishir Dalal as an Independent Director.

Signed this \_\_\_\_\_ day of September, 2024.

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