

**NOTICE**

Notice is hereby given that the 32<sup>nd</sup> **Annual General Meeting** of the Members of the company will be held on Friday **30<sup>th</sup> September, 2022 at 11.00 A.M.** at E-94, Industrial Area Bagru Ext., Bagru, Jaipur-303007 Rajasthan to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Financial Statements including Balance Sheet as at 31<sup>st</sup> March, 2022 and Statement of Profit and Loss for the year ended on that date, together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Amit Kumar Jain, Director who retires by rotation and being eligible offer himself for re-appointment.

**SPECIAL BUSINESS:**

3. **To ratify the remuneration to the Cost Auditors for the Financial Year ending March 31, 2023 and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and The Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) the payment of the remuneration of Rs. 30,000/- (**Rupees Thirty Thousand Only**) plus applicable GST and reimbursement of out of pocket expenses at actual to M/s **Rajesh & Company, Cost Accountants (FRN: 000031)** who were appointed by the Board of Directors of the Company as "Cost Auditors" to conduct the audit of the cost records maintained by the Company for financial year ending on March 31, 2023 be and is hereby ratified and approved."

4. **To revise and increase the remuneration payable to Mr. Nemi Chand Jain Managing Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Sections 117, 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 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), Consent of the Members be and is hereby accorded to revise and increase the remuneration payable to Mr. Nemi Chand Jain, Managing Director of the Company not exceeding to Rs. 500.00 Lakhs per annum w.e.f. September 01, 2022."

5. **To revise and increase the remuneration payable to Mr. Amit Kumar Jain Whole Time Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 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), Consent of the Members be and is hereby accorded to revise and increase the remuneration payable to Mr. Amit Kumar Jain, Whole Time Director of the Company not exceeding to Rs. 500.00 Lakhs per annum w.e.f. September 01, 2022."

**6. To revise and increase the remuneration payable to Mrs. Sumitra Jain Whole Time Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 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), Consent of the Members be and is hereby accorded to revise and increase the remuneration payable to Mrs. Sumitra Jain not exceeding to Rs.300.00 Lakhs per annum w.e.f. September 01, 2022.”

**7. To extend the tenure of Mr. Nemi Chand Jain Managing Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Sections 117, 179, 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 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), Consent of the Members be and is hereby accorded to re-appoint Mr. Nemi Chand Jain as Managing Director of the Company, for a period of three consecutive years with effect from 01/07/2023 to 30/06/2026 on a remuneration not exceeding to Rs.500.00 Lakhs per annum.”

**8. To extend the tenure of Mr. Amit Kumar Jain Whole Time Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Sections 179, 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 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), Consent of the Members be and is hereby accorded to re-appoint Mr. Amit Kumar Jain as Whole Time Director of the Company, for a period of three consecutive years with effect from 01/07/2023 to 30/06/2026 on a remuneration not exceeding to Rs. 500.00 Lakhs per annum.”

**9. To Consider and approve the appointment of Mr. Nemi Chand Jain as Managing Director of the Company after the attainment of age of 70 years and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 196 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any modification(s) or re-enactments thereof for the time being in force), and on approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to approve the terms of re-appointment of Mr. Nemi Chand Jain as Managing Director of the Company who will attain the age of 70 years on March 01, 2023 till his remaining tenure.”

**10. To appoint Mr. Sumit Jain to the Office or Place of Profit in the Company and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 188 (1) (f) of the Companies Act, 2013 read with Rule 15 (3) (b) of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions if any including any statutory modification(s) or re-enactments thereof for the time being in force, Consent of the Members be and is hereby accorded to appoint Mr. Sumit Jain as Manager who is relative of Managing and Whole Time Directors of the Company on such terms and conditions as may be decided by the Board of Directors and on such remuneration not exceeding to Rs.500.00 Lakhs per annum w.e.f. September 01, 2022, to be paid by the Company.”

**11. To fix the limit of Inter Corporate Loans, Investments and Guarantees pursuant to Section 186 of the Companies Act, 2013 and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution.**

**"RESOLVED THAT** pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 and such other approvals, consents, permissions or sanctions of any other appropriate authorities or entities, including Banks/Financial Institutions, as the case may be, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include a Committee of Directors constituted or to be constituted for this purpose including any person or persons who may be authorized by the Board), to:

- a. give any loan to any person or other body corporate;
- b. give any guarantee, or provide security in connection with a loan to any other body corporate or person; and;
- c. acquire, by way of subscription, purchase or otherwise the securities the Associate/Group Companies and new companies incorporated as a special purpose vehicle, or otherwise, for carrying out new line of business or green field projects, other public and non-public companies, etc., as the Board may deem fit, to the extent of and not exceeding Rs.300.00 Crores, at any time, irrespective of the aggregate of such loan, guarantee, security and investment in securities exceed sixty percent of the Company's paid up share capital, free reserves and securities premium account or one hundred percent of the Company's free reserves and securities premium account, on such terms and conditions as the Board may deem fit."

**12. To reclassify the Authorized Share Capital and to alter Capital Clause of Memorandum of Association of the Company and if thought fit with or without modification to pass the following Resolution as Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, including any statutory modifications or any re-enactment thereof for the time being in force, Consent of the Members be and is hereby accorded to cancel the unissued 20,00,000 (Twenty Lakhs) Non Cumulative Optionally Convertible Redeemable Preference Shares of Rs. 10/- each aggregating Rs.2,00,00,000/-.

**RESOLVED FURTHER THAT** authorized Equity Share Capital of the Company be and is hereby increased by Rs.2,00,00,000/- (Rupees Two Crores) by creation of 20,00,000 Equity Shares of Rs.10/- each

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be altered by deleting the existing Clause V and inserting the following-

V. The Authorized Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crores) Equity Shares of Rs. 10/- (Rupees Ten) each.

**13. To alter the Articles of Association of the Company and if thought fit with or without modification to pass the following Resolution as Special Resolution:**

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and applicable Articles of Association of the Company the existing Article 4 be altered by deletion of the existing Article respectively and by substitution thereof with the following:

**"Article 4.** The Authorized Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crores) Equity Shares of Rs. 10/- (Rupees Ten) each with the power to sub-divide, consolidate, increase and reduce the capital and to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential or special rights and privileges and to

**SHRI AHIMSA MINES AND MINERALS LIMITED**  
**Registered Office: E-94, Industrial Area Bagru Ext., Bagru, Jaipur-303007**  
**Contact No. 0141- 2202482 Email Id: info@naturalcaffeine.co.in**  
**CIN: U14101RJ1990PLC005641 Fax: 0141- 2203623**

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vary, modify, abrogate any such rights, privileges or conditions in such manner as may for the time being, be provided in the regulations of the Company”

**By Order Of the Board of Directors**

Sd/-

**Nemi Chand Jain**

**DIN :00434383**

**Managing Director**

**R/o:- 202, Upsana Apartment,E-14,  
Bihari Marg, Banipark, Shastri Nagar  
Jaipur-302016 Rajasthan**

**Jaipur August 31, 2022**

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. A blank form of proxy is enclosed which, if used, should be returned to the Company duly filled up not later than forty-eight hours before the commencement of the meeting duly stamped and signed.
2. Shareholders desiring any information as regards the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.
3. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Sundays, during business hours up to the date of the Meeting.
4. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
5. Relative Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 has been annexed separately.
6. Details of the Director who is liable to retire by rotation as per Secretarial Standard issued by ICSI has been separately disclosed.
7. Route Map of the venue of the meeting has been annexed separately.

**Relative Explanatory Statement pursuant to the Provisions of Section 102 of the Companies Act, 2013**

**Item No. 2**

As regards re-appointment of Mr. Amit Kumar Jain referred in Item No.2 of the Notice following disclosure are made pursuant to the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India:

<b>Particulars</b>	<b>Mr. Amit Kumar Jain</b>
Designation	Whole Time Director
DIN	00434515
Date of Birth	25/08/1977
Original Date of Appointment	13/03/2004
Qualifications	B.E. and M.B.A.
Experience in specific functional areas	15 years of Industrial Experience and looking after Quality, Marketing, Technical and Planning Division of the Company.
Directorship held in Other public company	Nil
Chairman/Member of the Audit Committee and Stakeholders’ Grievance Committee in other public company	Nil
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into account the turnover of the company and responsibilities of the director, the remuneration being proposed to be paid to her is reasonable and in line with the remuneration levels in the industry across the country.
Remuneration	Rs.83,21,600/- P.A. (as on 31 <sup>st</sup> March, 2022)
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Son of Mr. Nemi Chand Jain and Mrs. Sumitra Jain holding 11,15,000 Equity Shares (as on 31 <sup>st</sup> March, 2022) in the Company.

**Item No. 3**

The Board in its meeting held on 31<sup>st</sup> August 2022 has approved the appointment and recommended remuneration of Cost Auditor, M/s Rajesh & Company, Cost Accountants (FRN: 000031), Jaipur to conduct the audit of the cost records maintained by the Company for Financial Year 2022-2023.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with rule 14 of The Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the remuneration payable to the Cost Auditors amounting to Rs. 30,000/- (Rupees Thirty Thousand Only) plus applicable GST and reimbursement out of pocket expenses at actual incurred for the purpose of audit and approved by the Board of Directors, is subject to the ratification by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Special Business Item No.11 of the Notice for ratification of remuneration payable to the Cost Auditor for the Financial Year 2022-2023.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice.

**Item No.4, 5 and 6**

The Board of directors at their meeting held on August 31st, 2022 has proposed to revise and increase the remuneration limit of Mr. Nemi Chand Jain, Mr. Amit Kumar Jain and Mrs. Sumitra Jain w.e.f. 01.09.2022. Further brief profile and detailed disclosure pursuant to the provisions of Schedule V of the Companies Act, 2013 as been disclosed and attached as **Annexure A** to the Notice.

The board recommended the above resolution for your approval, as the same is in the interest of the company.

Except Mr. Dipak Kumar Jain all the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned in passing of the said resolution.

**Item No. 7 and 8**

Board of Directors has informed that tenure of Mr. Nemi Chand Jain as Managing Director and Mr. Amit Kumar Jain as Whole Time Director is going to expire on 30/06/2023.

Therefore keeping in view the immense contribution made by Mr. Nemi Chand Jain and Mr. Amit Kumar Jain towards the growth of the Company, Board of Directors has proposed to appoint Mr. Nemi Chand Jain as Managing Director and Mr. Amit Kumar Jain as Whole Time Director of the Company for the period of three consecutive years commencing from 01/07/2023 to 30/06/2026 on a remuneration not exceeding to Rs.500 Lakhs Per Annum. Further brief profile and detailed disclosure pursuant to the provisions of Schedule V of the Companies Act, 2013 as been disclosed and attached as **Annexure A** to the Notice.

The board recommended the above resolution for your approval, as the same is in the interest of the company.

Except Mr. Dipak Kumar Jain all the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned in passing of the said resolution.

**Item No. 9**

The tenure of appointment of Mr. Nemi Chand Jain as Managing Director is going to expire on 30<sup>th</sup> June 2023 and proposal is being made to appoint him for the next three consecutive years commencing from 1<sup>st</sup> July 2023 to 30<sup>th</sup> June 2026 as mentioned in Item no. 6 of this notice also it is being informed that he will attain the age of 70 years in coming financial year and hence continuation of his employment as Managing Director required the approval of members by way of special resolution.

Keeping in view that Mr. Nemi Chand Jain has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue the employment of Mr. Nemi Chand Jain as Managing Director of the Company.

Details are provided in the "Annexure-A" to the Notice pursuant to the provisions of Secretarial Standard on General Meetings("SS-2"), issued by the Institute of Company Secretaries of India.

The Board recommends the Special Resolution as set out at item no. 8 in the Notice for approval by the members.

Except Mr. Dipak Kumar Jain all the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned in passing of the said resolution.

**Item No.10**

The Companies ACT, 2013 aims to ensure transparency in the transactions delaing with related parties of the Company. The provisions of Section 188 of the Companies Act, 2013 that govern the related party's appointment to any office or place of profit in the Company.

Board of Directors has proposed to appoint Mr. Sumit Jain S/o Mr. Nemi Chand Jain (Managing Director and Promoter of the Company) as Manager and to hold office and place of profit under Section 188 (1) (f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any modifications or re-enactment thereof for the time being in force) at a remuneration not exceeding to Rs.500.00 Lakhs Per Annum w.e.f. 01<sup>st</sup> September 2022. Mr. Sumit Jain is being related with the promoters as detailed below:

<b>S.No.</b>	<b>Name</b>	<b>Designation</b>	<b>Relationship</b>
1	Mr. Nemi Chand Jain	Managing Director	Father
2.	Mrs. Sumitra Jain	Whole Time Director	Mother
3.	Mr. Amit Kumar Jain	Whole Time Director	Brother

In terms of Section 188 (1) (f) of the Companies Act, 2013 read with applicable rules and on the recommendation of the Board of Directors, it is being proposed to appoint Mr. Sumit Jain as Manager as the same is in the best interest of the Company.

Your Directors recommend passing of this resolution by way of Special resolution.

Except Mr. Dipak Kumar Jain all the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned in passing of the said resolution.

**Item No.11**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of section 186 of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding Rs.300.00 Crores (Rupees Three Crores) at any time, irrespective of the aggregate of such loan, guarantee, security and investment in securities exceed sixty percent of the Company's paid up capital, free reserves and securities premium accountor one hundred percent of the Company's free reserves and securities premium account, on such terms and conditions as the Board may deem fit.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in this resolution.

**Item No.12**

Keeping in view future plans of raising funds by issue of Equity Shares board of directors has decided to increase its equity share capital. Company is having surplus Non Cumulative Optionally Convertible Redeemable Preference Shares Capital which seems to be unutilized in the coming years.

Pursuant to Section 13 and 61 of the Companies Act, 2013 alteration in Memorandum of Association requires approval of shareholders, hence the resolution is proposed for the approval of members.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

None of the Directors, Promoters, Key Managerial Personnel of the company and their relatives seems to be concerned and interested in the proposed resolution.

**Item No.13**

The Board of Directors has proposed to cancel the unissued Non Cumulative Optionally Convertible Redeemable Preference Shares and reclassify the Authorized Share Capital of the Company by increasing the Equity Share Capital by creation of 20,00,000 Equity Shares of Rs.10/- each keeping in view the future plans of raising the funds in near future.

Pursuant to the provisions of Section 14 of the Companies Act, 2013 the above Reclassification and Alteration in the Article 4 of Article of Association of the Company can only be done by passing Special Resolution in the General Meeting.

The Directors therefore, recommend this resolution for the approval of the members.

None of the Directors, Promoters, KMP'S or their relatives are interested or concerned in passing of the above resolution.

**By Order Of the Board of Directors**

**Sd/-**  
**Nemi Chand Jain**  
**DIN :00434383**  
**Managing Director**  
**R/o:- 202, Upsana Apartment,E-14,**  
**Bihari Marg, Banipark, Shastri Nagar**  
**Jaipur-302016 Rajasthan**

**Jaipur August 31, 2022**



**Annexure to the Notice**

<b>Name</b>	<b>Nemi Chand Jain</b>	<b>Sumitra Jain</b>	<b>Amit Kumar Jain</b>
<b>Designation</b>	Managing Director	Whole Time Director	Whole Time Director
<b>Total Salary (including Perquisites, Retirement and Other benefits)</b>	Upto Rs.500.00 Lakhs Per Annum or as may be decided by the Board of Directors including following perquisites, Retirement and Other benefits as detailed below: -	Upto Rs.300.00 Lakhs Per Annum or as may be decided by the Board of Directors including following perquisites, Retirement and Other benefits as detailed below: -	Rs.500.00 Lakhs Per Annum or as may be decided by the Board of Directors including following perquisites, Retirement and Other benefits as detailed below: -
<b>Perquisites, Retirement and Other Benefits</b>	<p>1. Company's Contribution towards Provident Fund, Super-annuation fund or Annuity Fund shall be as per the Rules of the Company and this amount shall not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act 1961. Gratuity payable shall be in accordance with the rule of the company.</p> <p>2. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company.</p> <p>3. The appointee shall be entitled to reimbursement of entertainment expenses actually and properly incurred during the course of legitimate business of the company.</p> <p>4. The appointee shall be eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the company.</p>		
<b>Minimum Remuneration</b>	Where in any financial year during the tenure of the managing director and Whole Time Director the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary and perquisites not exceeding the limits as specified above.		

**Statement of Particulars pursuant to Schedule-V of The Companies Act, 2013**

**General Information**

- 1. Nature of industry-**Company is engaged in the manufacturing and export of Caffeine Anhydrous Natural and Green Coffee Bean Extract.
- 2. Date or expected date of commencement of commercial production-** The Company is already engaged in manufacturing from many years.
- 3. Financial performance based on given indicators-**During the financial year ended on 31st March, 2022, the turnover of the Company is Rs.58.04 Crores and Profit before Tax (PBT) is Rs.15.99 Crores. The management has worked efficiently in the best interest of the Company and the Company is expanding its activities facing the market with all its competitiveness.
- 4. Foreign Investments or collaborators, if any-** No such investment or collaboration.

**SHRI AHIMSA MINES AND MINERALS LIMITED**  
**Registered Office: E-94, Industrial Area Bagru Ext., Bagru, Jaipur-303007**  
**Contact No. 0141- 2202482 Email Id: info@naturalcaffeine.co.in**  
**CIN: U14101RJ1990PLC005641 Fax: 0141- 2203623**

**Information about the appointees**

<b>Name</b>	<b>Nemi Chand Jain</b>	<b>Amit Kumar Jain</b>	<b>Sumitra Jain</b>
<b>Background Details</b>	He has done post graduation in Management (Master of Management Studies), from BITS, PILANI and having experience of about 46 years. He is a visionary of his times. With his leadership qualities and business objective, he promoted the business activities of the Company all over World.	He has completed his B.E. and M.B.A. having experience of about 15 years. He is expertization in Technology selection, Collaboration, Selection negotiation of Plant & Machinery, Product Mix selection, Designing & Implementation of the Project.	She is graduate and is having experience of about 29 years in this field.  Further she is having expertization in optimum utilization of the resources. She is having positive with never give up attitude.
<b>Past Remuneration</b>	Rs.1,38,32,400/- (for the F.Y. 2021-2022)	Rs.83,21,600/-(for the F.Y. 2021-2022)	Rs.45,00,000/- (for the F.Y. 2021-2022)
<b>Recognition or awards</b>	He has more than 46 years of Industrial Experience.	He has more than 15 years of Industrial Experience.	She has more than 29 years of Industrial Experience.
<b>Job profile and his suitability</b>	Managing Director looking after overall management of the Company.	Whole time Director and looking after Quality, Marketing, Technical and Planning Division of the Company.	Whole time Director of the Company and looking after general affairs of the Company.
<b>Remuneration proposed</b>	w.e.f. 01.09.2022 not exceeding to Rs.500.00 Lakhs Per Annum or as may be decided by the Board of Directors.	w.e.f. 01.09.2022 not exceeding to Rs.500.00 Lakhs Per Annum or as may be decided by the Board of Directors.	w.e.f. 01.09.2022 not exceeding to Rs.300.00 Lakhs Per Annum or as may be decided by the Board of Directors.
<b>Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.</b>	Father of Mr. Amit Kumar Jain and Husband of Mrs. Sumitra Jain and holds 20,90,800 Equity Shares <b>(As on 31<sup>st</sup> March, 2022)</b> in the Company.	Son of Mr. Nemi Chand Jain and Mrs. Sumitra Jain and holds 11,15,000 Equity Shares <b>(As on 31<sup>st</sup> March, 2022)</b> in the Company.	Wife of Mr. Nemi Chand Jain and Mother of Mr. Amit Kumar Jain and holds 7,44,000 Equity Shares <b>(As on 31<sup>st</sup> March, 2022)</b> in the Company.
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the</b>	Taking into account the turnover of the Company and responsibilities of the directors, the remuneration being proposed to be paid to them is reasonable and in line with the remuneration levels in the industry across the country.		

<b>position and person</b>	
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#### **Other Information**

- 1. Steps taken or proposed to be taken for improvement:** Company is engaged in the manufacturing and export of Caffeine Anhydrous Natural and Green Coffee Bean Extract. Further Company has installed Coffee Wax Plant and commenced its commercial production of manufacturing of Caffeine from that Plant. Company is trying to tap new markets and to identify new sources for procurement of raw material at cheaper cost.
- 2. Expected increase in the productivity and profits in measurable terms:** It is expected that the steps as disclosed at point no.1 will help the company to increase its turnover by 80% and profit by 100% approximately.

#### **Disclosures**

**Information on the remuneration package of the managerial personnel:** The shareholders are notified of the remuneration package of managerial personnel through abstracts of terms circulated to them as well as explanatory statement annexed to the notice of meeting in which proposal of her appointment and revision in remuneration is placed before the shareholders.

Except Mr. Nemi Chand Jain, Mr. Amit Kumar Jain and Mrs. Sumitra Jain and their relatives none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

#### **By Order Of the Board of Directors**

Sd/-

**Nemi Chand Jain**

**DIN :00434383**

**Managing Director**

**R/o:- 202, Upsana Apartment,E-14,  
Bihari Marg, Banipark, Shastri Nagar  
Jaipur-302016 Rajasthan**

**Jaipur August 31, 2022**

**ATTENDANCE SLIP**

I/We.....R/o ..... hereby record my/our presence at the 32<sup>nd</sup> Annual General Meeting of the Company at E-94, Industrial Area Bagru Ext., Bagru, Jaipur-303007, Rajasthan

DPID * :	Folio No. :
Client Id * :	No. of Shares :

\* Applicable for investors holding shares in electronic form.

Signature of shareholder(s)/ proxy

**Note:**

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the Entrance of the Meeting Hall.
3. Physical copy of the Annual Report for 2022 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

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**Contact No. 0141- 2202482 Email Id: info@naturalcaffeine.co.in**  
**CIN: U14101RJ1990PLC005641 Fax: 0141- 2203623**

**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: U14101RJ1990PLC005641

Name of the Company: Shri Ahimsa Mines And Minerals Limited

Registered office: E-94, Industrial Area Bagru Ext., Bagru, Jaipur-303007 Rajasthan

Name of the member(s):	Email Id:
	No. Of shares held
Registered Address:	

I/we being the member(s) of the Shri Ahimsa Mines And Minerals Limited hereby appoint:

S.No.	Name	Address	E-Mail Address	
				Or failing him
				Or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company to be held on Friday, 30<sup>th</sup> September, 2022 at 11:00 A.M. at E-94, Industrial Area Bagru Ext., Bagru, Jaipur-303007 Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolution	For	Against
1	To receive, consider and adopt the audited Financial Statements of the company for the period ended 31 <sup>st</sup> March, 2022 together with Report of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Mr. Amit Kumar Jain, Whole Time Director of the Company who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.		
3	To ratify the remuneration to the Cost Auditors for the Financial Year ending March 31, 2023.		
4	To revise and increase the remuneration limit payable to Mr. Nemi Chand Jain, Managing Director of the Company.		
5	To revise and increase the remuneration limit payable to Mr. Amit Kumar Jain, Whole Time Director of the Company.		
6	To revise and increase the remuneration limit payable to Mr. Sumitra Jain, Whole Time Director of the Company.		
7	To extend the tenure of appointment of Mr. Nemi Chand Jain, Managing Director of the Company.		
8	To extend the tenure of appointment of Amit Kumar Jain, Whole Time Director of the Company.		
9	To approve the appointment of Mr. Nemi Chand Jain as Managing Director of the Company after the attainment of age of 70 years.		
10	To appoint Mr. Sumit Jain and to hold office and place of profit in the Company.		
11	To fix the limit of Inter Corporate Loans, Investments and Guarantee pursuant to the provisions of Section 186 of the		

**SHRI AHIMSA MINES AND MINERALS LIMITED**  
**Registered Office: E-94, Industrial Area Bagru Ext., Bagru, Jaipur-303007**  
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**CIN: U14101RJ1990PLC005641 Fax: 0141- 2203623**

	Companies Act, 2013		
12.	To reclassify the Authorized Share Capital and to alter Capital Clause of Memorandum of Association of the Company.		

Signed this.....day of .....2022

Signature of shareholder .....

Signature of Proxy holder(s) (1) .....

Signature of Proxy holder(s) (2).....

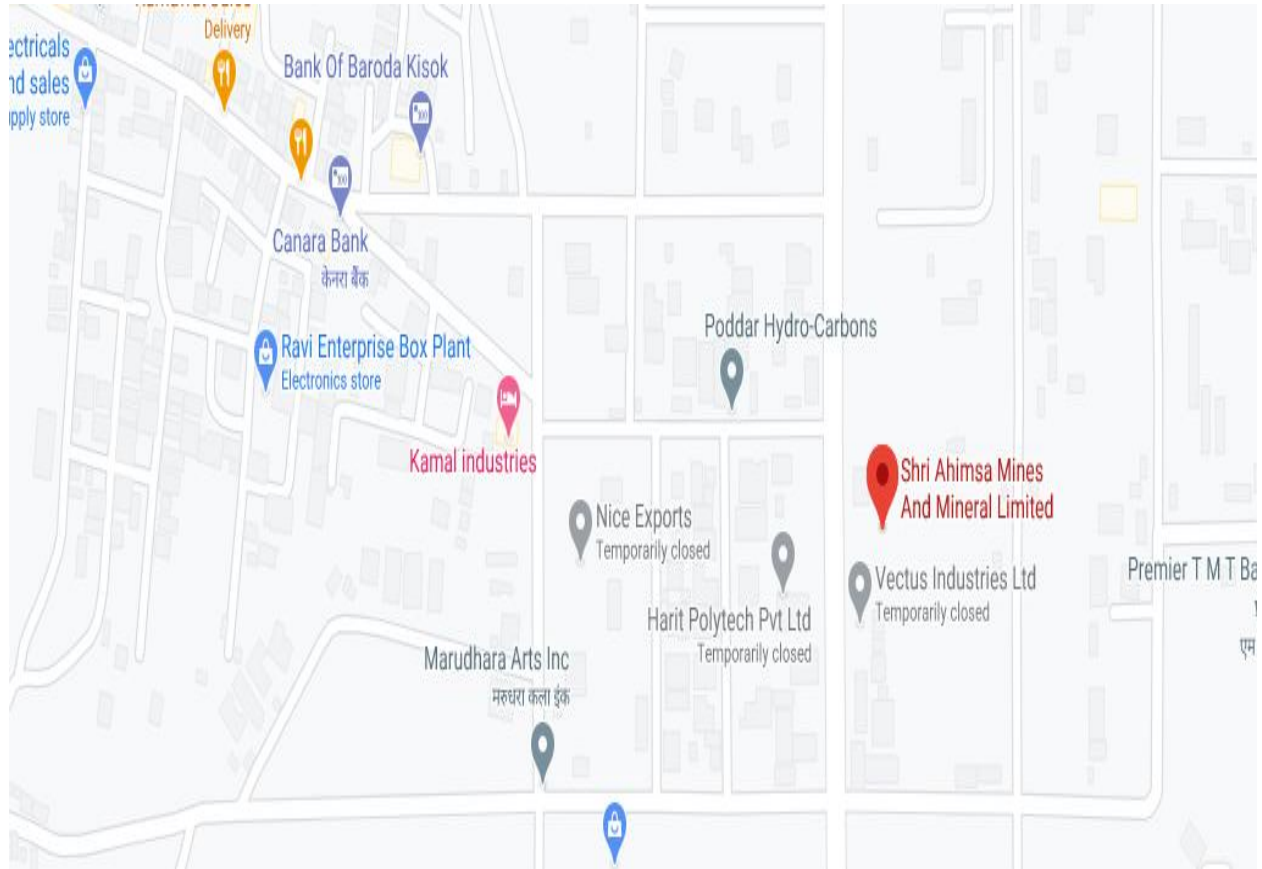
Signature of Proxy holder(s) (3).....

Affix Revenue Stamp
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**Notes:**

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. A Proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the Total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other reason or shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. Please complete all details including details of member(s) in above box before submission.

**ROUTE MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING**



**Registered Office: E-94, Industrial Area Bagru Ext., Bagru, Jaipur-303007 Rajasthan**