



AMIRA NATURE FOODS LTD.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

To be held on February 25, 2019

(or any adjourned or postponed meeting thereof)

To the Shareholders of Amira Nature Foods Ltd:

Notice is hereby given that the Annual General Meeting of Shareholders of Amira Nature Foods Ltd (the “Company,” “ANFI”, “we”, “us”, or “our”) will be held on **February 25, 2019** at 9:00 am Local Time at Beau Rivage Geneva, Quai du Mont Blanc 13, 1201, Geneva, Switzerland. The meeting is called for the following purposes (the “Proposals”):

1. To re-elect each of Karan A. Chanana, Harash Pal Sethi, Herve Larren and Mohit Malik as members of our Board of Directors, each to serve until our 2019 Annual General Meeting or until his respective successor is duly appointed and qualified; and
2. To transact such other business as may properly come before the Annual General Meeting or any postponement, adjournment or adjournments thereof.

Each of the Proposals set forth above requires the affirmative vote of a majority of the votes cast. The close of business on January 25, 2019 has been fixed as the Record Date for the determination of shareholders entitled to notice of, and to vote at, the Annual General Meeting. Our share transfer books will not be closed. A list of the shareholders entitled to vote at the meeting may be examined at our offices during the 10-day period preceding the meeting.

All shareholders of record as of the Record Date are cordially invited to attend the meeting in person. Whether or not you expect to attend, you are respectfully requested by our Board of Directors to sign, date, and return the enclosed proxy card promptly. Shareholders who execute proxies retain the right to revoke them at any time prior to the voting thereof. A return envelope, which requires no postage if mailed in the United States, is enclosed for your convenience. You may obtain directions to the meeting by calling Varun Sethi, Chief Financial Officer at +9714-235-1755. The Notice and Proxy Statement are available on our corporate website at address: www.amira.net. You may also obtain a copy of these materials, free of charge, by contacting the Company.

By Order of the Board of Directors,

/s/ Karan A. Chanana

Karan A. Chanana

Chairman and Chief Executive Officer

Dated February 8, 2019

IMPORTANT

Whether or not you expect to attend the Annual General Meeting, please complete, date, and sign the accompanying proxy form, and return it promptly in the enclosed return envelope. If you grant a proxy, you may revoke it at any time prior to the Annual General Meeting or nevertheless vote in person at the meeting.

PLEASE NOTE: If your shares are held in street name, your broker, bank, custodian or other nominee holder cannot vote your shares in the election of directors, unless you direct the nominee holder how to vote, by returning your proxy card, in accordance with the instructions you will receive from such broker, bank, custodian or other nominee, which will include instructions on how to vote your shares.



AMIRA NATURE FOODS LTD.

MATERIALS for ANNUAL GENERAL MEETING OF SHAREHOLDERS

These materials are being furnished in connection with the solicitation of proxies by the Board of Directors of Amira Nature Foods Ltd (the “Company,” “ANFI”, “we”, “us”, or “our”) for the Annual General Meeting of Shareholders to be held on February 25, 2019 at 9:00 am Local Time at Beau Rivage Geneva, Quai du Mont Blanc 13, 1201, Geneva, Switzerland, and for any postponement, adjournment or adjournments thereof, for the purposes set forth in the accompanying Notice of Annual General Meeting of Shareholders. Any shareholder appointing such a proxy has the power to revoke it at any time before it is voted. Written notice of such revocation should be forwarded directly to Varun Sethi, Chief Financial Officer at the above stated address.

If the enclosed proxy (attached as Exhibit 1 hereto) is properly executed and returned, the shares represented thereby will be voted in accordance with the directions thereon and otherwise in accordance with the judgment of the persons designated as proxies. Any proxy on which no direction is specified will be voted on each of the proposed matters in accordance with the discretion of the proxy holder named therein.

The Company will bear the entire cost of preparing, assembling, printing, and mailing these materials, the accompanying proxy form, and any additional material that may be furnished to shareholders. The approximate date on which these materials and the accompanying form of proxy will first be mailed or given to our shareholders is February 8, 2019.

Your vote is important. Accordingly, you are urged to sign and return the accompanying proxy card whether or not you plan to attend the meeting. If you do attend, you may vote by ballot at the meeting, thereby canceling any proxy previously submitted.

GENERAL INFORMATION ABOUT VOTING

Record Date, Outstanding Shares, Voting Rights and Quorum

Only holders of our ordinary shares, \$0.001 par value per share, of record at the close of business on January 25, 2019 (the “Record Date”) are entitled to vote at the Annual General Meeting. As of the close of business on the Record Date, there were 40,697,356 ordinary shares outstanding and entitled to vote. For purposes of voting at the Annual General Meeting, each share is entitled to one vote upon all matters to be acted upon at the Annual General Meeting. One or more shareholders present in person or by proxy and entitled to cast a majority of votes shall constitute a quorum.

Attending the Annual General Meeting

If you are a shareholder of record, you may vote in person at the Annual General Meeting. We will give you a ballot sheet when you arrive. You may obtain directions to the meeting by contacting Varun Sethi, Chief Financial Officer, telephone number: +9714-235-1755, or by writing to the Company at the above address. If you attend the meeting, you may vote there in person, regardless whether you have previously voted by delivering a proxy card to us as described below.

Votes Required

Under applicable British Virgin Islands law and our Amended and Restated Memorandum and Articles of Association (our “Memorandum”), the Proposals, including the election of each Director, must be approved by the affirmative vote of a simple majority of the votes cast, and entitled to be cast, in person or by proxy at the Annual General Meeting. Our Memorandum does not provide for cumulative voting for directors.

Only shares that are voted are taken into account in determining the proportion of votes cast. Any shares not voted (whether by abstention, broker non-vote or otherwise) will not impact the percentage of votes cast for or against the Proposals, including the election of Directors. Except for determining the presence or absence of a quorum for the transaction of business, abstentions and broker non-votes are not counted for any purpose in determining whether a matter has been approved.

Procedures for Voting or Revoking Proxies

If you do not wish to vote in person or you will not be attending the Annual General Meeting, you may vote by proxy. If you have received a printed copy of these proxy materials by mail, you may vote by proxy using the enclosed proxy form. To vote by proxy using the enclosed proxy form (only if you have received a printed copy of these proxy materials by mail), complete, sign and date your proxy form and return it promptly in the envelope provided. The persons authorized by any of those means to vote your shares will vote them as you specify or, in absence of your specification, as stated on the form of proxy.

If you intend to vote by proxy, your vote must be received by the Company no later than February 22, 2019, 48 hours before the time of the Annual General Meeting to be counted.

You may revoke any proxy by notifying the Company in writing at 29E, A.U. Tower Jumeirah Lake Towers Dubai, United Arab Emirates, ATTN: Varun Sethi, Chief Financial Officer, or by voting a subsequent proxy or in person at the meeting. Attendance at the Annual General Meeting does not alone serve to revoke a proxy.

If you are not a shareholder of record, please follow the directions provided to you by your bank or broker in order to vote your shares. If you wish to vote in person at the Annual General Meeting, please contact your bank or broker for the procedures necessary to allow you to vote your shares in person.

Costs

We will bear the cost of preparing, printing, assembling and mailing these materials, the proxy card, and any other material which may be sent to shareholders in connection with our Annual General Meeting. It is contemplated that brokerage houses will forward these materials and the proxy card to beneficial owners at our request. In addition to the solicitation of proxies by use of the mails, our officers and regular employees may solicit proxies without additional compensation, by telephone or other electronic means. We may reimburse brokers or other persons holding shares in their names or the names of their nominees for the expenses of forwarding soliciting material to their principals and obtaining their proxies.

Important Notice Regarding Availability of Annual General Meeting Materials and Proxy Card

The Annual General Meeting materials, including the proxy card, are available at our corporate website, www.amira.net. If you would like to receive a paper or e-mail copy of these documents, you must request a copy. Please make the request as instructed on or before February 22, 2019 to facilitate timely delivery. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

By Email: varun.sethi@amirafoods.com

By Telephone: +9714-235-1755

By Letter: to Mr. Varun Sethi, at 29E, A.U. Tower Jumeirah Lake Towers, Dubai, United Arab Emirates

PROPOSAL NO. 1 – ELECTION OF DIRECTORS

The Board of Directors has nominated the five (5) persons listed below for election as Directors of the Company. All of the nominees are presently members of the Board of Directors. At the meeting, the directors will be elected by the shareholders to serve until the next Annual General Meeting of shareholders or until their successors are elected and shall qualify. Mr. Sethi, Mr. Malik and Mr. Larren meet the independence standards for directors established by the New York Stock Exchange (“NYSE”) and Securities and Exchange Commission (“SEC”). It is intended that the accompanying proxy will be voted for the election of Karan A. Chanana, Harash Pal Sethi, Mohit Malik and Herve Larren as directors unless the proxy contains contrary instructions. We have no reason to believe that any of the nominees will not be a candidate or will be unable to serve. However, in the event that any of the nominees should become unable or unwilling to serve as a director, the persons named as proxies on the proxy card have advised that they will vote for the election of such substitute person or persons as shall be designated by the directors.

Name	Age	Director Since	Current Position with the Company
Karan A. Chanana	44	2012	Chairman and Chief Executive Officer
Harash Pal Sethi	67	2013	Independent Director
Mohit Malik	57	2018	Independent Director
Herve Larren	39	2018	Independent Director

Set forth below are the respective employment histories of the nominees:

Karan A. Chanana

Mr. Chanana has been our Chief Executive Officer and Chairman of the Board of Directors since February 2012 and has been a director of Amira India since 1994. Mr. Chanana is also the Chairman for the Food Processing Value Addition Council of the Associate Chamber of Commerce and Industry of India, and a member of various committees of the Confederation of Indian Industries, including the Agricultural Committee. Mr. Chanana received a Bachelor of Commerce degree from the University of Delhi in 1993.

We believe Mr. Chanana is well-qualified to be a member of our Board of Directors due to his business experience and relationships and contacts.

Harash Pal Sethi

Mr. Sethi has been a member of our Board of Directors since November 2013. He brings with him over 40 years of experience in the areas of finance, accounting, corporate finance, cross-border investments, investment advisory and structuring of joint ventures in the UK, Europe, the Middle East and India. Mr. Sethi has been a part of Cornelius Barton & Co, a London based firm providing audit, accounting, tax and consulting services to family owned businesses and high net worth individuals, since 1972 as a chartered accountant, partner and the sole proprietor since 1990. He has also been a partner at Blenheim Equity LLP since 2005 and Blenheim Windfarms LLP since 2007 focusing on equity and financing transactions for European wind and solar projects. Since 2008, he has been an advisor to the Trishna Group, which owns and manages restaurants in the UK and Europe, and advises on international opportunities for diversification and development. Mr. Sethi also served as a director of Euro Afro Financial Holdings Limited, an investment holding company, between 2002 and 2013. As a member of the board of directors of Eoxis India Private Limited from February 2011 through February 2013, Mr. Sethi advised on India-based investments, business development and acquisitions of India-based projects. Mr. Sethi received a Bachelor of Commerce degree from Shri Ram College of Commerce, Delhi University, India in 1972. He also qualified as a Chartered Accountant in 1976 from the Institute of Chartered Accountants in England & Wales and is presently a Fellow Member.

We believe Mr. Sethi is well-qualified to be a member of our Board of Directors due to his business experience, expertise in financial and accounting matters and relationships and contacts.

Herve Larren

Mr. Larren, has been a member of our Board of Directors since May 2018. Since June 2017, Mr. Larren has been the Co-Founder of Global Crypto Ventures, a leading investor in Blockchain technology. He has also been a Partner at Dybaw, a Geneva-based blockchain advisory firm, since October, 2018. Mr. Larren has spoken in over 10 countries on the subject of Bitcoin and Blockchain and was selected as a keynote speaker at the 2018 World Technology Summit. Prior to his current positions, he founded several companies on the Internet. From 2011 to 2017, Mr Larren was a private entrepreneur and built several companies on the internet including BidKind and Accurate Reputation. Mr. Larren worked at LVMH Moet Hennessy - Louis Vuitton from 2004 to 2011 where he received extensive experience building and commercializing luxury brands in Europe and the U.S. Mr. Larren completed the Harvard Business School's Presidents' Seminar, received his MBA at Columbia Business School, and his undergraduate studies at Concordia University in Canada. Mr Larren earned his French Baccalaureate in economics with honors from the Lycée Pasteur in France. He has been a YPO member since 2012.

We believe Mr. Larren is well-qualified to be a member of our Board of Directors due to his business experience and relationships and contacts.

Mohit Malik

Mr. Malik has been a member of our Board of Directors since October 2018. Mr. Malik has practiced law since 1984. He has served as the past President of Gurgaon Chamber of Industry & Commerce and is presently serving as the Executive Member of the Chamber. He is an accomplished professional and has over 34 years' experience in the field of corporate debt and financial restructuring and amalgamations and mergers. Mr. Malik graduated in Law (LLB) from Delhi University.

We believe Mr. Malik is well-qualified to be a member of our Board of Directors due to his business experience and relationships and contacts.

Involvement in Certain Legal Proceedings

To the best of our knowledge, there have been no events under any bankruptcy act, criminal proceedings, judgments, injunctions, orders or decrees material to the evaluation of the ability and integrity of any director, executive officer, promoter or control person of the Company during the past ten years.

Director Independence

Our Board of Directors has determined that each of Herve Larren, Mohit Malik and Harash Pal Sethi are independent under the NYSE Listed Company rules. None of these persons is party to any related party transaction not otherwise disclosed by the Company.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE NOMINEES OF THE BOARD OF DIRECTORS.

OTHER MATTERS TO BE PRESENTED AT THE ANNUAL GENERAL MEETING

Management does not know of any matters other than those stated in these materials and the proxy card that are to be presented for action at the meeting. If any other matters should properly come before the meeting, it is intended that proxies in the accompanying form will be voted on any such other matters in accordance with the judgment of the persons voting such proxies. Discretionary authority to vote on such matters is conferred by such proxies upon the persons voting them.

SHAREHOLDER COMMUNICATIONS WITH THE BOARD OF DIRECTORS

The Board of Directors maintains a process for shareholders to communicate with the Board of Directors. Shareholders wishing to communicate with the Board of Directors or any individual director must mail a communication addressed to the attention of the Board of Directors or the individual director, c/o Amira Nature Foods Ltd, 29E, A.U. Tower, Jumeirah Lake Towers, Dubai, United Arab Emirates. Any such communication must state the number of ordinary shares beneficially owned by the shareholder making the communication. All of such communications will be forwarded to the full Board of Directors or to any individual director or directors to whom the communication is directed unless the communication is clearly of a marketing nature or is unduly hostile, threatening, illegal, or similarly inappropriate, in which case we have the authority to discard the communication or take appropriate legal action regarding the communication.

WHERE YOU CAN FIND MORE INFORMATION

We file reports and other documents with the SEC under the Securities Exchange Act of 1934, as amended. Our SEC filings made electronically through the SEC's EDGAR system are available to the public at the SEC's website at <http://www.sec.gov>. You may also read and copy any document we file with the SEC at the SEC's public reference room located at 100 F Street, N.E., Washington, D.C. 20549-1004. Please call the SEC at (800) SEC-0330 for further information on the operation of the public reference room.

We will only deliver one copy of these materials to multiple security holders sharing an address unless we have received contrary instructions from one or more of the security holders. Upon written or oral request, we will promptly deliver a separate copy of these materials and any future annual reports and proxy card to any security holder at a shared address to which a single copy of these materials were delivered, or deliver a single copy of these materials and any future annual reports and related materials to any security holder or holders sharing an address to which multiple copies are now delivered. You should direct any such requests to us at the following address: Attn: Varun Sethi, Chief Financial Officer, at 29E, A.U. Tower Jumeirah Lake Towers, Dubai, United Arab Emirates.

We will provide without charge to each person to whom we are sending these materials and related proxy card, on the written request of any such person. All such requests should be directed to the Company, Attn: Varun Sethi, Chief Financial Officer, at 29E, A.U. Tower Jumeirah Lake Towers, Dubai, United Arab Emirates.

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

AMIRA NATURE FOODS LTD.

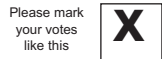
2018 Annual Meeting of Shareholders

February 25, 2019

This Proxy is Solicited On Behalf Of The Board Of Directors

Please Be Sure To Mark, Sign, Date and Return Your Proxy Card in the Envelope Provided

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PROXY

1. Election of Directors

- (1) Karan A. Chanana
- (2) Harash Pal Sethi
- (3) Herve Larren
- (4) Mohit Malik

FOR all Nominees listed to the left	WITHHOLD AUTHORITY to vote (except as marked to the contrary for all nominees listed to the left)
<input type="checkbox"/>	<input type="checkbox"/>

2. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment thereof.

(Instruction: To withhold authority to vote for any individual nominee, write that nominee's name in the space below)

Mark here if you plan to attend the meeting.

CONTROL NUMBER

Signature _____ **Signature, if held jointly** _____ **Date** _____, 2019.

Note: Please sign exactly as name appears above. When shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person.

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PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

AMIRA NATURE FOODS LTD.

The undersigned shareholder(s) of AMIRA NATURE FOODS LTD., a British Virgin Islands business company (“Company”), hereby severally appoints Karan A. Chanana, with full power of substitution, as the agent, attorney and proxy of the undersigned, to vote the shares standing in the name of the undersigned at the Annual General Meeting to be held on February 25, 2019 and at all postponements and adjournments thereof. This proxy will be voted in accordance with the instructions given below. If no instructions are given, this proxy will be voted FOR all of the following proposals:

(Continued, and to be marked, dated and signed, on the other side)