




**JHANDEWALAS
FOODS LIMITED**

125 YEARS

 0141-2703308

 info@namans.co.in

 www.namans.co.in

04-04-2024

To,
The Manager
Department of Corporate Services
BSE Ltd.
Dalal Street, Fort
Mumbai - 400 001

Sub.: - Notice of Extra Ordinary General Meeting to be held on 26-04-2023 at 11.00 AM
Ref.: - Scrip Code - 540850

Dear Sir / Madam,

This is to inform that due to oversight and typographical error we are submitting revised Notice of Extra Ordinary General Meeting to be held on 26-04-2023 at 11.00 AM via Virtual Mode.

The same is also dispatched to the members of the Company.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

FOR JHANDEWALAS FOODS LIMITED

RAAKESH B. KULWAL
CHAIRMAN & MANAGING DIRECTOR
DIN: 00615150
PLACE: JAIPUR

Encl.: as above

JHANDEWALAS FOODS LTD

CIN: L15209RJ2006PLC022941

Registered Office: B-70, Upasana House, 1st Floor, Janta Store, Bapu Nagar,
Jaipur, Rajasthan, 302015 **Tel:** +0141-2703309,

Web: www.jhandewalas.com, **Email Id:** info@namans.co.in

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 1/2024-2025 EXTRA ORDINARY GENERAL MEETING (EOGM) OF THE MEMBERS OF JHANDEWALAS FOODS LTD, WILL BE HELD ON 26-04-2024, AT 11.00 A.M. THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM') WITHOUT PHYSICAL PRESENCE OF THE MEMBERS AT A COMMON VENUE, TO TRANSACT THE BUSINESSES AS SET OUT IN THIS NOTICE. THE PROCEEDINGS OF THE EOGM SHALL BE DEEMED TO BE CONDUCTED AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT B-70, UPASANA HOUSE, 1ST FLOOR, JANTA STORE, BAPU NAGAR, JAIPUR, RAJASTHAN, 302015 TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:

- 1. INCREASE IN THE AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION.**

To consider 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 Sections 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013 ("Companies Act"), (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company of Rs. 12,00,00,000/- (Rupees Twelve Crore Only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity shares of face value of Rs. 10/- (Rupees Ten Only) each by addition of 1,30,00,000 (One Crore Thirty Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each.

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RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“V. to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (One Crore Fifty Lakhs) Equity shares of face value of Rs. 10/- (Rupees Ten Only).”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to a delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise about the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

2. APPROVAL FOR ISSUANCE OF 30,00,000 EQUITY SHARES OF RS. 10/- EACH AT AN OFFER PRICE OF RS. 71.00/- ON PREFERENTIAL ALLOTMENT BASIS.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 23, 42 and 62 (1)(c), 179 (3)(c) and other applicable provisions of the Companies Act, 2013 (“**Companies Act**”) and the rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”) and the Listing Agreement entered into by the Company with the BSE SME (“**BSE SME**”) on which the equity shares where the shares of the Company are listed any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government

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of India, the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), and/or any other statutory or regulatory authority(ies), in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the “Board” which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company (“Members”) be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches 30,00,000 (Thirty Lakhs only) fully paid-up equity shares of face value of Rs. 10/- each, at an issue price of Rs. 71.00 (Rupees Seventy One Rupees only) (including a premium of Rs. 61.00 per equity share), aggregating to Rs. 21,30,00,000/- (Rupees Twenty One Crores and Thirty lakhs only) (“Subscription Money”) (minimum lot size being 2000 Equity Shares) on a preferential basis and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time to the following allottees (“Proposed Allottees”) as stated below:

SR. NO.	NAME OF PROPOSED ALLOTTEE	NO OF EQUITY SHARES	CATEGORY
1	INVICTA CAPSERV PRIVATE LIMITED	1,50,000	NON-PROMOTER
2	HEMANT GADODIA	1,00,000	NON-PROMOTER
3	MONA PAREKH	1,20,000	NON-PROMOTER
4	MEHUL JAYSUKH PAREKH	1,20,000	NON-PROMOTER
5	ANITA SINGH	30,000	NON-PROMOTER
6	PUNEET KEDIA	20,000	NON-PROMOTER
7	SANJAY KUMAR AGARWAL	14,000	NON-PROMOTER
8	SUNNY KUMAR JAIN	20,000	NON-PROMOTER
9	SHUCHI ARTH VYAS	20,000	NON-PROMOTER
10	ANIMESH KILLA	18,000	NON-PROMOTER
11	KHUSHI AGARWAL	14,000	NON-PROMOTER
12	BALDEO DAS MOHTA	36,000	NON-PROMOTER
13	MADHU RATHI	20,000	NON-PROMOTER
14	DEEPAK TODI	20,000	NON-PROMOTER

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15	VIKAS PAVANKUMAR	40,000	NON-PROMOTER
16	SURINDER GOEL	20,000	NON-PROMOTER
17	RAJ KUMAR BAJORIA	20,000	NON-PROMOTER
18	BANI SHREE BAJORIA	14,000	NON-PROMOTER
19	PAWAN KUMAR AGARWAL	14,000	NON-PROMOTER
20	SABYASACHI MUKHERJEE	2,40,000	NON-PROMOTER
21	HIMANSHU WALIA	14,000	NON-PROMOTER
22	ASHISH TODI	28,000	NON-PROMOTER
23	ROHAN LALIT JAIN	50,000	NON-PROMOTER
24	JINESHKUMAR JAYANTILAL SHAH	16,000	NON-PROMOTER
25	SAMKIT ABHAY NAHAR	22,000	NON-PROMOTER
26	AKSHAY ROHIT SHAH	16,000	NON-PROMOTER
27	PRASHANTKUMAR CHIMANLAL NAHAR	16,000	NON-PROMOTER
28	JINAY KUSHALRAJ JAGAWAT	22,000	NON-PROMOTER
29	RONISH ASHOK DHOKA	14,000	NON-PROMOTER
30	KALPANA RAJESH JAIN	28,000	NON-PROMOTER
31	PANCHAM PARASMAL JAIN	14,000	NON-PROMOTER
32	MAYANK S BIRLA	16,000	NON-PROMOTER
33	SHUBH ATISH SHAH	22,000	NON-PROMOTER
34	SUHANI RAKESH KOTHARI	14,000	NON-PROMOTER
35	DILIP RAICHAND RATHOD	16,000	NON-PROMOTER
36	NIKHIL ARUNKUMAR KOTHARI	14,000	NON-PROMOTER
37	CHANDRA DHARIWAL	22,000	NON-PROMOTER
38	KARAN GUMANMAL JAIN	22,000	NON-PROMOTER
39	KASHYAP PARESH SANCHETI	28,000	NON-PROMOTER
40	UDIT SUMERMAL JAIN	14,000	NON-PROMOTER
41	PRIVYLIFE SOLUTIONS LLP	42,000	NON-PROMOTER
42	SHAGUN CAPITAL VENTURE	74,000	NON-PROMOTER
43	M NIRMAL KUMAR	64,000	NON-PROMOTER
44	RAJU RAMESHCHAND LUNAWATH	64,000	NON-PROMOTER
45	VIKAS BOHRA	64,000	NON-PROMOTER
46	PADAMKUMAR R SONI	64,000	NON-PROMOTER
47	AJAY	50,000	NON-PROMOTER
48	AVINASH V	36,000	NON-PROMOTER
49	MANOJ AMLOKCHAND GADIYA	36,000	NON-PROMOTER

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50	S DEVENDRA	36,000	NON-PROMOTER
51	RISHAB INTERMEDIATES PVT LTD	30,000	NON-PROMOTER
52	VIKAS KUMAR GADIYA	24,000	NON-PROMOTER
53	H PADMA JAIN	16,000	NON-PROMOTER
54	VIJAY RAJ K JAIN	16,000	NON-PROMOTER
55	PRITI C KOTHARI	24,000	NON-PROMOTER
56	DHARA MONIC SHAH	14,000	NON-PROMOTER
57	JAYANT JAIN	20,000	NON-PROMOTER
58	VM FINSERVE AND ASSET MANAGEMENT	20,000	NON-PROMOTER
59	D PRAKASH DEVI	40,000	NON-PROMOTER
60	ASMITHA SRISRIMAL	20,000	NON-PROMOTER
61	SVAR FAMILY TRUST	20,000	NON-PROMOTER
62	PRAKASHBHAI ARVINDBHAI SHAH	30,000	NON-PROMOTER
63	ANURAG PODDAR HUF	20,000	NON-PROMOTER
64	VIGNESH KUMAR AGARWAL HUF	20,000	NON-PROMOTER
65	DEBALINA CHAKRABORTY	28,000	NON-PROMOTER
66	SUNIL KHETPALIA	36,000	NON-PROMOTER
67	R S FINANCIAL SOLUTIONS	34,000	NON-PROMOTER
68	ABHISHEK KOTHARI	20,000	NON-PROMOTER
69	PAWAN KUMAR JAIN	10,000	NON-PROMOTER
70	SUJAL KUMAR JAIN	10,000	NON-PROMOTER
71	UJJWAL JHABAK	20,000	NON-PROMOTER
72	PINKY AKASHKUMAR	20,000	NON-PROMOTER
73	VARSHA H JAIN	70,000	NON-PROMOTER
74	SANDEEP BHANDARI	76,000	NON-PROMOTER
75	KALPANA MANOJ GOLECHA	74,000	NON-PROMOTER
76	SUNIL KUMAR GUPTA HUF	50,000	NON-PROMOTER
77	BALKRISHAN PODDAR	26,000	NON-PROMOTER
78	K H THAKER	24,000	NON-PROMOTER
79	MOHAN A GORE	26,000	NON-PROMOTER
80	CERAMET CONSULTANTS PRIVATE LIMITED	24,000	NON-PROMOTER
81	ARTHY V	70,000	NON-PROMOTER
82	AVANTIKA SHUKLA	16,000	NON-PROMOTER
83	MURTAZA HASAN DARIWALA	26,000	NON-PROMOTER

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84	KAVITA JAIN	24,000	NON-PROMOTER
85	VISHNUPRIYA	14,000	NON-PROMOTER
TOTAL		30,00,000	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is the 27-03-2024, being the date 30 days prior to the date of this Extra-Ordinary General Meeting (“**EOGM**”) and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Equity Allottee(s) in the preferential issue shall be listed on the BSE SME where the existing Equity Shares are listed.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

- i The Equity Shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing Equity Shares of the Company in all respects (including voting powers and the right to receive dividend) from the date of allotment and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- ii All Subscription Shares to be allotted by way of preferential issue shall be made fully paid-up at the time of the allotment and the consideration must be paid from the respective Proposed Allottees' Bank Account
- iii The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- iv The Subscription Shares so offered, issued and allotted will be listed on the BSE SME, subject to receipt of necessary regulatory permissions and approvals as the case may be;

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- v The Subscription Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, except to the extent and in the manner permitted there under
- vi The Proposed Allottees shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Proposed Allottees, on or before the date of allotment thereof.
- vii The Consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottees.
- viii The Subscription Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of fifteen (15) days from the date of passing of special resolution, provided that the allotment will be made only upon receipt of in principal approval from the Stock Exchange i.e., BSE SME, in accordance with the provisions of the Act and applicable law and within the timelines prescribed under the applicable laws and where the issue and allotment of the said Subscription Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to BSE SME and/or SEBI or the Central Government, the issue and allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions;
- ix The Subscription Shares so offered, issued and allotted shall not exceed the number as approved hereinabove.
- x The Equity Shares shall be allotted in dematerialized form only.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchanges i.e. BSE SME.

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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares including the resultant Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to a delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise about the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

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3. APPROVAL FOR ISSUANCE OF 29,50,000 CONVERTIBLE WARRANTS OF RS. 10/- EACH AT AN OFFER PRICE OF RS. 71.00/- INTO EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to Section 23, 42 and 62 (1)(c), Section 42 and other applicable provisions of the Companies Act, 2013 (“Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**) and the Listing Agreement entered into by the Company with the BSE SME (**“BSE SME”**) on which the equity shares of the Company are listed any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), and/or any other statutory or regulatory authority(ies), in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the **“Board”** which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company (**“Members”**) be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches 29,50,000 (Twenty Nine Lakh Fifty Thousand) Convertible Warrants of Rs. 10/- each on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 71.00/- (Rupees Seventy One only) aggregating to Rs. 20,94,50,000 (Rupees Twenty Crores Ninety Four

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Lakhs Fifty Thousand only) and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time with the right to the warrant holders to apply for and be allotted 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten) each of the Company (“**Equity Shares**”) at a premium of Rs. 61.00/- (Rupees Sixty One Only) per share for each warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, to the below mentioned proposed allottee(s) by way of preferential issue in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws:

Sr. No.	Name of Proposed Allottees	No. of Convertible Warrants	Category
1.	JHANVI KOOLWAL	2,00,000	PROMOTER
2.	MILAN KOOLWAL	2,00,000	PROMOTER
3.	RAAKESH B KULWAL	8,38,000	PROMOTER
4.	RENU KOOLWAL	7,00,000	PROMOTER
5.	AYUSHI SETHI	12,000	NON-PROMOTER
6.	SANDEEP BHANDARI	50,000	NON-PROMOTER
7.	M/S GOTHAMCHAND A HUF	2,00,000	NON-PROMOTER
8.	MR GUNAVANTH KUMAR HUF	2,00,000	NON-PROMOTER
9.	NAMRATHA VIMALCHAND	1,00,000	NON-PROMOTER
10.	NEHA GUNAVANTH KUMAR	1,50,000	NON-PROMOTER
11.	HEMANT GADODIA	3,00,000	NON-PROMOTER
	Total	29,50,000	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is the 27-03-2024, being the date 30 days prior to the date of this Extra Ordinary General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.

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RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares to be allotted on exercise of the Warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws:

- i. An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- ii. Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants ("**Warrant Exercise Period**") (Minimum lot size should be of 2000 Convertible warrants);
- iii. The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;
- iv. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approval or permission;
- v. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- vi. The Warrants and the Equity Shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- vii. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the

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Jaipur, Rajasthan, 302015 **Tel:** +0141-2703309,

Web: www.jhandewalas.com, **Email Id:** info@namans.co.in

-
- number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;
- viii. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- ix. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.
- x. The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- xi. The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ reclassification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI ICDR Regulations and all other applicable regulations from time to time.
- xii. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.
- xiii. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- xiv. Warrants shall be issued and allotted by the Company only in dematerialized form;

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each of the

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Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchanges i.e. BSE SME.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Convertible Warrants or Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Convertible Warrants including the resultant Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

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RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to a delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise about the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

**BY ORDER OF THE BOARD OF DIRECTORS
FOR JHANDEWALAS FOODS LTD**

SD/-

**RAAKESH B. KULWAL
CHAIRMAN AND MANAGING DIRECTOR
DIN: 00615150**

PLACE: JAIPUR

DATE: 30-03-2024

REGD. OFFICE:

B-70, UPASANA HOUSE, 1ST FLOOR, JANTA STORE,
BAPU NAGAR, JAIPUR, RAJASTHAN, 302015

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NOTES:

1. In Compliance with a General Circular No 10/2022 dated 28.12.2022 & General Circular No 11/2022 dated 28.12.2022 MCA the forthcoming EOGM will be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EOGM through VC/OAVM.
2. Please refer to the Explanatory Statements for resolutions mentioned under item number 1 to 3 of the notice dated 30-03-2024.
3. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
4. The Members can join the EOGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. Members holding share certificate(s) in multiple accounts in identical names, or joint accounts in the same order of names, are requested to apply to the Company's RTA for consolidation of such shareholding into one account.

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7. The shares of the Company are under compulsory Demat trading. Also, as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the securities of listed companies can only be transferred in dematerialized form, except in the case of transmission or transposition of securities.
8. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. Since the EOGM is being held through Video-Conference, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The attachment of the route map for the EOGM venue is also dispensed with.
10. The Notice of the EOGM will be sent to those Members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on 29-03-2024, and whose e-mail IDs are registered with the Company, their Depository Participants (DP) or CDSL.
11. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts in respect of the businesses as set out above and details required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by The Institute of Company Secretaries of India in respect of a Director seeking appointment/re-appointment at the Annual General Meeting, is annexed hereto and forms part of the Notice.
12. Company has engaged the services of CDSL. The Board of Directors of the Company has appointed M/s Sidhi Maheshwari & Associates, **Practicing Company Secretary, Jaipur (Certificate of Practice Number- 16018)**, as the Scrutinizer for this purpose. The detailed instructions for e-voting are given as a separate attachment to this notice. The e-voting period begins on 23-04-2024 at 9.00 AM and ends on 25-04-2024 at 5.00 PM.

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- 13.** Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the EOGM through e-voting facility. Body corporates are entitled to appoint authorized representative(s) to attend the EOGM through VC/ OAVM and to cast their votes through remote e-voting / e-voting at the e-EOGM. In this regard, the body corporates are required to send a latest certified copy of the Board Resolution/ Authorization.
- 14.** Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote through e-mail at info@namans.co.in with a copy marked to helpdesk.evoting@cdslindia.com on or before 25-04-2024, up to 5:00 pm without which the vote shall not be treated as valid.
- 15.** The voting rights of Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date is 19-04-2024.
- 16.** The Scrutinizer shall, after the conclusion of voting at the EOGM, unblock the votes cast through remote e-voting and votes cast at the EOGM, in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours of the conclusion of EOGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit it to the Chairperson of the Company or, in his absence to his duly authorized Director / officer, who shall countersign the Scrutinizer's Report and declare the result. The Chairperson shall declare the results within forty- eight hours of the conclusion of the meeting.
- 17.** The Scrutinizer's decision on the validity of the votes shall be final and binding.
- 18.** The result along with the Scrutinizer's report shall be placed on the website of the Company www.jhandewalas.com and on CDSL's website (www.evotingindia.com) immediately after the result is declared and shall simultaneously be forwarded to the BSE Limited where the Company's shares are listed on BSE SME Platform.

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19. A recorded transcript of the EOGM shall be maintained by the Company and be made available on the website of the Company www.jhandewalas.com in the 'Investor Section', as soon as possible, after the conclusion of the meeting.
 20. Resolutions will be deemed to be passed on the EOGM date, subject to receipt of the requisite number of votes in favour of the resolutions.
 21. Non-resident Indian shareholders are requested to inform about the following to the Company or CDSL or the concerned DP, as the case may be, immediately of:
 - a. The change in the residential status on return to India for permanent settlement;
 - b. The particulars of the NRE Account with a Bank in India, if not furnished earlier.
 22. All documents referred to in the accompanying notice shall be available for inspection from the date of circulation of this notice up to the date of the EOGM. These documents, along with the extracts from the Register of Directors and Key Managerial Personnel & their shareholding, and the Register of Contracts & Arrangements in which Directors are interested, shall be available for inspection in electronic mode during the meeting to any person having the right to attend the meeting by logging on to <https://evoting.CDSL.com>. or <https://emeetings.CDSL.com>. Members seeking to inspect such documents can send an email to info@namans.co.in.
 23. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EOGM has been uploaded on the website of the Company at www.jhandewalas.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE SME at (bse.sme.com) respectively.

The EOGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EOGM) i.e., www.evotingindia.com.

24. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent

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by e-mail to its Members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.

- 25.** The Notice of the EOGM dated 30-03-2024 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar i.e. M/s. Bigshare Services Private Limited, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

- (i) The voting period begins on 23-04-2024 at 9.00 am and ends on, 25-04-2024 at 5.00 P.M During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 19-04-2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts / websites of Depositories/ Depository Participants. Demat account holders would be able to cast

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their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System My easi.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at

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Type of shareholders	Login Method
	<p>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have</p>

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Type of shareholders	Login Method
	to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800

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Login type	Helpdesk details
	1020 990 and 1800 22 44 30

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in

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OR Date of Birth (DOB)	dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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For Physical shareholders and other than individual shareholders holding shares in Demat.

- If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Dudigital Global Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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-
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company and to the Company at the email address viz; info@namans.co.in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR JHANDEWALAS FOODS LTD**

SD/-

**RAAKESH B. KULWAL
CHAIRMAN AND MANAGING DIRECTOR
DIN: 00615150
PLACE: JAIPUR**

DATE: 30-03-2024

REGD. OFFICE:

**B-70, UPASANA HOUSE, 1ST FLOOR, JANTA STORE,
BAPU NAGAR, JAIPUR, RAJASTHAN, 302015**

JHANDEWALAS FOODS LTD

CIN: L15209RJ2006PLC022941

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EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102(1) of the Companies Act, 2013 the following Explanatory Statement sets out all the material facts relating to the items of special business at Resolutions of the Notice and the same should be taken as forming part of the notice.

Item No. 1:

The Current Authorized Share Capital of your Company stands at Rs. 12,00,00,000/- (Rupees Twelve Crore Only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only).

With the growth plans of the Company's business and considering Company's plan to raise fresh capital by way of preferential issue, it is desirable to bring the Authorized Share Capital of the Company in proper correlation with the magnitude of the Company's resources and size of its undertaking so as to enable the Company to issue fresh equity shares as and when desired. It is therefore considered advisable to increase the Authorized Share Capital to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity shares of Face Value of Rs. 10/- (Rupees Ten Only) each by addition of 1,30,00,000 (One Crore Thirty Lakhs) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each.

Thus, the Authorized Share Capital of the Company would be Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity shares of Face Value of Rs. 10/- (Rupees Ten Only) each. The increased Equity Shares, whenever issued, will rank pari passu in all respects with the existing equity shares of the Company. The proposed increase in the Authorized Share Capital will require subsequent alteration in Clause V (i) of Memorandum of Association of the Company pursuant to the provisions of Section 13,61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements respectively. The Directors, therefore, recommend the passing of the special resolutions at items No. 1 of the accompanying notice.

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The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 05.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays) from the date of dispatch of this Notice till the last date fixed for e-voting.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their shareholding.

Item No. 2 & 3:

The Special Resolution contained in Item No. 2 & 3 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 30,00,000 Equity shares of face value of Rs. 10/- each at an issue price of Rs. 71.00/- each (including Premium of Rs. 61.00/- per Equity Share), aggregating up to Rs. 21,30,00,000 (Rupees Twenty One Crores Thirty Lakhs only) and 29,50,000 Convertible Warrants of Face Value of Rs. 10/- each at an issue price of Rs. 71.00/- (Including Premium of Rs. 61.00/-) each aggregating up to Rs. 20,94,50,000 (Rupees Twenty Crores Ninety Four Lakhs Fifty Thousand only).

The Board of Directors of the Company ("**Board**") in their meeting held on Saturday, March 30, 2024 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 30,00,000 Equity shares of face value of Rs. 10/- each at an issue price of Rs. 71.00/- each (including Premium of Rs. 61.00/- per Equity Share), aggregating up to Rs. 21,30,00,000 (Rupees Twenty One Crores Thirty Lakhs only) and 29,50,000 Convertible Warrants of face value of Rs. 10/- each at an issue price of Rs. 71.00/- (including Premium of Rs. 61.00/-) each aggregating up to Rs. 20,94,50,000 (Rupees Twenty Crores Ninety Four Lakhs Fifty Thousand only) on preferential basis to the Proposed Allottees as mentioned in the resolution no. 2 & 3 in such form and manner and in accordance with the provisions of SEBI ICDR Regulations.

As per Companies Act, 2013 and Rules made there under ("**Companies Act**"), and in accordance with the provisions of the SEBI ICDR Regulations as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the SEBI ICDR

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Regulations, the issue of Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

1. The other details/disclosures of the Preferential Issue are as follows: -

a) Objects of the Issue:

The Company proposes to utilize the proceeds raised from the proposed preferential issue towards the Capital Investment, Long term Working Capital and General Corporate purposes or such other objects, as the Board may from time to time decide in the best interest of the Company.

b) Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:

The Board, at its meeting held on 30-03-2024 has, subject to the approval of the Company's Members and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of 30,00,000 Equity Shares fully paid-up, of face Value of Rs. 10/- per Equity Share issued at offer price of Rs. 71.00/- each & 29,50,000 Convertible Warrants of Rs.10/- each issued at offer price of Rs. 71.00/- each, on a preferential basis to the Proposed Allottees, such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

c) Proposed time within which the preferential issue shall be completed

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of equity shares and Convertible Warrants on or before the expiry of 15 (fifteen) days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central government, then the allotment shall be completed within 15 (fifteen) days from the date of receipt of last of such approvals.

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Except for those as disclosed in the Proposed allottees list none of the other existing promoters, directors or key managerial personnel of the Company except those participating in this Preferential Issue intends to subscribe to any of Equity Shares or Convertible Warrants proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

e) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

SR. NO.	NAME	CATEGORY	NO OF EQUITY SHARES	NO OF WARRANTS
1	INVICTA CAPSERV PRIVATE LIMITED*	NON-PROMOTER	1,50,000	NIL
2	HEMANT GADODIA	NON-PROMOTER	1,00,000	3,00,000
3	MONA PAREKH	NON-PROMOTER	1,20,000	NIL
4	MEHUL JAYSUKH PAREKH	NON-PROMOTER	1,20,000	NIL
5	ANITA SINGH	NON-PROMOTER	30,000	NIL
6	PUNEET KEDIA	NON-PROMOTER	20,000	NIL
7	SANJAY KUMAR AGARWAL	NON-PROMOTER	14,000	NIL
8	SUNNY KUMAR JAIN	NON-PROMOTER	20,000	NIL
9	SHUCHI ARTH VYAS	NON-PROMOTER	20,000	NIL
10	ANIMESH KILLA	NON-PROMOTER	18,000	NIL
11	KHUSHI AGARWAL	NON-PROMOTER	14,000	NIL
12	BALDEO DAS MOHTA	NON-PROMOTER	36,000	NIL
13	MADHU RATHI	NON-PROMOTER	20,000	NIL
14	DEEPAK TODI	NON-PROMOTER	20,000	NIL
15	VIKAS PAVANKUMAR	NON-PROMOTER	40,000	NIL
16	SURINDER GOEL	NON-PROMOTER	20,000	NIL
17	RAJ KUMAR BAJORIA	NON-PROMOTER	20,000	NIL

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SR. NO.	NAME	CATEGORY	NO OF EQUITY SHARES	NO OF WARRANTS
18	BANI SHREE BAJORIA	NON-PROMOTER	14,000	NIL
19	PAWAN KUMAR AGARWAL	NON-PROMOTER	14,000	NIL
20	SABYASACHI MUKHERJEE	NON-PROMOTER	2,40,000	NIL
21	HIMANSHU WALIA	NON-PROMOTER	14,000	NIL
22	ASHISH TODI	NON-PROMOTER	28,000	NIL
23	ROHAN LALIT JAIN	NON-PROMOTER	50,000	NIL
24	JINESHKUMAR JAYANTILAL SHAH	NON-PROMOTER	16,000	NIL
25	SAMKIT ABHAY NAHAR	NON-PROMOTER	22,000	NIL
26	AKSHAY ROHIT SHAH	NON-PROMOTER	16,000	NIL
27	PRASHANTKUMAR CHIMANLAL NAHAR	NON-PROMOTER	16,000	NIL
28	JINAY KUSHALRAJ JAGAWAT	NON-PROMOTER	22,000	NIL
29	RONISH ASHOK DHOKA	NON-PROMOTER	14,000	NIL
30	KALPANA RAJESH JAIN	NON-PROMOTER	28,000	NIL
31	PANCHAM PARASMAL JAIN	NON-PROMOTER	14,000	NIL
32	MAYANK S BIRLA	NON-PROMOTER	16,000	NIL
33	SHUBH ATISH SHAH	NON-PROMOTER	22,000	NIL
34	SUHANI RAKESH KOTHARI	NON-PROMOTER	14,000	NIL
35	DILIP RAICHAND RATHOD	NON-PROMOTER	16,000	NIL
36	NIKHIL ARUNKUMAR KOTHARI	NON-PROMOTER	14,000	NIL
37	CHANDRA DHARIWAL	NON-PROMOTER	22,000	NIL
38	KARAN GUMANMAL JAIN	NON-PROMOTER	22,000	NIL
39	KASHYAP PARESH SANCHETI	NON-PROMOTER	28,000	NIL
40	UDIT SUMERMAL JAIN	NON-PROMOTER	14,000	NIL
41	PRIVYLIFE SOLUTIONS LLP *	NON-PROMOTER	42,000	NIL
42	SHAGUN CAPITAL VENTURE *	NON-PROMOTER	74,000	NIL
43	M NIRMAL KUMAR	NON-PROMOTER	64,000	NIL
44	RAJU RAMESHCHAND LUNAWATH	NON-PROMOTER	64,000	NIL
45	VIKAS BOHRA	NON-PROMOTER	64,000	NIL
46	PADAMKUMAR R SONI	NON-PROMOTER	64,000	NIL
47	AJAY	NON-PROMOTER	50,000	NIL
48	AVINASH V	NON-PROMOTER	36,000	NIL
49	MANOJ AMLOKCHAND GADIYA	NON-PROMOTER	36,000	NIL
50	S DEVENDRA	NON-PROMOTER	36,000	NIL

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SR. NO.	NAME	CATEGORY	NO OF EQUITY SHARES	NO OF WARRANTS
51	RISHAB INTERMEDIATES PVT LTD *	NON-PROMOTER	30,000	NIL
52	VIKAS KUMAR GADIYA	NON-PROMOTER	24,000	NIL
53	H PADMA JAIN	NON-PROMOTER	16,000	NIL
54	VIJAY RAJ K JAIN	NON-PROMOTER	16,000	NIL
55	PRITI C KOTHARI	NON-PROMOTER	24,000	NIL
56	DHARA MONIC SHAH	NON-PROMOTER	14,000	NIL
57	JAYANT JAIN	NON-PROMOTER	20,000	NIL
58	VM FINSERVE AND ASSET MANAGEMENT *	NON-PROMOTER	20,000	NIL
59	D PRAKASH DEVI	NON-PROMOTER	40,000	NIL
60	ASMITHA SRISRIMAL	NON-PROMOTER	20,000	NIL
61	SVAR FAMILY TRUST *	NON-PROMOTER	20,000	NIL
62	PRAKASHBHAI ARVINDBHAI SHAH	NON-PROMOTER	30,000	NIL
63	ANURAG PODDAR HUF *	NON-PROMOTER	20,000	NIL
64	VIGNESH KUMAR AGARWAL HUF *	NON-PROMOTER	20,000	NIL
65	DEBALINA CHAKRABORTY	NON-PROMOTER	28,000	NIL
66	SUNIL KHETPALIA	NON-PROMOTER	36,000	NIL
67	R S FINANCIAL SOLUTIONS *	NON-PROMOTER	34,000	NIL
68	ABHISHEK KOTHARI	NON-PROMOTER	20,000	NIL
69	PAWAN KUMAR JAIN	NON-PROMOTER	10,000	NIL
70	SUJAL KUMAR JAIN	NON-PROMOTER	10,000	NIL
71	UJJWAL JHABAK	NON-PROMOTER	20,000	NIL
72	PINKY AKASHKUMAR	NON-PROMOTER	20,000	NIL
73	VARSHA H JAIN	NON-PROMOTER	70,000	NIL
74	SANDEEP BHANDARI	NON-PROMOTER	76,000	50,000
75	KALPANA MANOJ GOLECHA	NON-PROMOTER	74,000	NIL
76	SUNIL KUMAR GUPTA HUF *	NON-PROMOTER	50,000	NIL
77	BALKRISHAN PODDAR	NON-PROMOTER	26,000	NIL
78	K H THAKER	NON-PROMOTER	24,000	NIL
79	MOHAN A GORE	NON-PROMOTER	26,000	NIL
80	CERAMET CONSULTANTS PRIVATE LIMITED *	NON-PROMOTER	24,000	NIL
81	ARTHY V	NON-PROMOTER	70,000	NIL
82	AVANTIKA SHUKLA	NON-PROMOTER	16,000	NIL

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SR. NO.	NAME	CATEGORY	NO OF EQUITY SHARES	NO OF WARRANTS
83	MURTAZA HASAN DARIWALA	NON-PROMOTER	26,000	NIL
84	KAVITA JAIN	NON-PROMOTER	24,000	NIL
85	VISHNUPRIYA	NON-PROMOTER	14,000	NIL
86	JHANVI KOOLWAL	PROMOTER	NIL	2,00,000
87	MILAN KOOLWAL	PROMOTER	NIL	2,00,000
88	RAAKESH B KULWAL	PROMOTER	NIL	8,38,000
89	RENU KOOLWAL	PROMOTER	NIL	7,00,000
90	AYUSHI SETHI	NON-PROMOTER	NIL	12,000
91	M/S GOTHAMCHAND A HUF *	NON-PROMOTER	NIL	2,00,000
92	MR GUNAVANTH KUMAR HUF *	NON-PROMOTER	NIL	2,00,000
93	NAMRATHA VIMALCHAND	NON-PROMOTER	NIL	1,00,000
94	NEHA GUNAVANTH KUMAR	NON-PROMOTER	NIL	1,50,000

f) Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares and Convertible Warrants is Wednesday, March 27, 2024, , being the date 30 days prior to the date of this Extra Ordinary General Meeting.

g) Pricing of the Issue:

The Equity Shares of the Company are listed at the BSE SME Platform ("BSE SME"). There is frequent trading of shares of the Company on BSE SME. In terms of Regulation 164 of the SEBI ICDR Regulations, 2018, where the shares are frequently traded, the price determined by the Issuer shall take into account valuation as prescribed under Regulation 164 of the SEBI ICDR Regulations, 2018.

The Company has obtained a valuation certificate dated 30th March 2024 from Nikunj Kanodia, Practising Chartered Accountant, as a Registered Valuer, having registration no. IBBI/RV/01/2020/13470 having office situated Office 510, Dilkap Chambers, Plot - A/7, Veera Desai Road, Andheri (West), Mumbai - 400053 ('RV' or 'Independent Valuer') and same has been updated on the website of the Company and Website of the Company www.jhandewalas.com. The present issue price of Rs. 71.00/- (Rupees Seventy One Only)

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per Equity share and Convertible Warrant as per the valuation arrived as per the valuation certificate.

Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

h) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares.

SR. NO	NAME OF THE PROPOSED ALLOTTEES	NAME OF ULTIMATE BENEFICIARY OWNERS
1	INVICTA CAPSERV PRIVATE LIMITED	HEMANT GADODIA
2	PRIVYLIFE SOLUTIONS LLP	VAISHALI RAKESH KOTHARI HEENA RAMESH MEHTA,
3	SHAGUN CAPITAL VENTURE	SHANKESH V MANAV VIJAYAKUMAR
4	RISHAB INTERMEDIATES PVT LTD	ANIL KUMAR SUNIL KUMAR
5	VM FINSERVE AND ASSET MANAGEMENT	CHETAN BHANDARI YOGESH BHANDARI
6	SVAR FAMILY TRUST	SWAPNIL JATINBHAI SHAH HEMANT ISHWARLAL MODI ANAR SWAPNIL SHAH
7	ANURAG PODDAR HUF	ANURAG PODDAR
8	VIGNESH KUMAR AGARWAL HUF	VIGNESH KUMAR AGARWAL
9	R S FINANCIAL SOLUTIONS	RUPAL J SHAH
10	SUNIL KUMAR GUPTA HUF	SUNIL KUMAR GUPTA
11	CERAMET CONSULTANTS PRIVATE LIMITED	ANIKET MOHAN GORE
12	M/S GOTHAMCHAND A HUF	A GOTHAMCHAND
13	MR GUNAVANTH KUMAR HUF	G GUNAVANTH KUMAR

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SR. No.	Category	Pre Issue		Post Issue of Equity Shares		Post Issue after Conversion of Warrants	
		No. of Shares	(%) of Holding	No. of Share	(%) of holding	No. of Share	(%) of holding
(A)	Shareholding of Promoter and Promoter Group						
1	Indian						
(a)	Individuals/ Hindu Undivided Family	47,75,406	46.54%	47,75,406	36.01%	56,13,406	34.63%
(c)	Bodies Corporate	-	-	-	-	-	-
(d)	Financial Institutions/ Banks	-	-	-	-	-	-
(e)	Any Others (Specify)	19,73,777	19.24%	19,73,777	14.89%	30,73,777	18.96%
	Sub Total(A)(1)	67,49,183	65.78%	67,49,183	50.90%	86,87,183	53.59%
2	Foreign						
A	Individuals (Non-Residents Individuals / Foreign Individuals)	-	-	-	-	-	-
B	Bodies Corporate	-	-	-	-	-	-
C	Institutions	-	-	-	-	-	-
D	Any Other (specify)	-	-	-	-	-	-
	Sub Total(A)(2)	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	67,49,183	65.78%	67,49,183	50.90%	86,87,183	53.59%

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S. No.	Category	Pre Issue		Post Issue of Equity Shares		Post Issue after Conversion of Warrants	
		No. of Shares	(%) of Holding	No. of Share	(%) of holding	No. of Share	(%) of holding
(B)	Public shareholding						
1	Institutions						
(a)	Mutual Funds/ UTI	-	-	-	-	-	-
(b)	Any Other (specify)	-	-	-	-	-	-
	Alternate Investment Funds	-	-	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-	-	-
2	Non-institutions						
(a)	Bodies Corporate	1,51,000	1.47%	3,56,000	2.68%	3,56,000	2.20%
(b)	Non-Resident Indians (NRIs)	38,000	0.37%	38,000	0.29%	38,000	0.23%
(c)	Foreign Companies	-	-	-	-	-	-
(d)	Individuals	28,70,175	27.97%	53,85,175	40.61%	59,97,175	37.00%
(e)	Any other (specify)						
	Hindu Undivided Family (HUF)	434000	4.23%	524000	3.95%	924000	5.70%
	Limited Liability Partnership (LLP)	0	0.00%	42000	0.32%	42000	0.26%
	TRUST	0	0.00%	20000	0.15%	20000	0.12%
	Partnership Firm	0	0.00%	128000	0.97%	128000	0.79%
	Clearing Member	18000	0.18%	18000	0.14%	18000	0.11%
	Sub-Total (B)(2)	35,11,175	34.22%	65,11,175	49.10%	75,23,175	46.41%
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)						
	TOTAL (A)+(B)	1,02,60,358	100.00%	1,32,60,358	100.00%	1,62,10,358	100.00%
(C)	Shares held by Custodians and against which Depository Receipts have been issued						
1	Promoter and Promoter Group	-	-	-	-	-	-
2	Public	-	-	-	-	-	-

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Sub-Total (C)	-	-	-	-	-	-
GRAND TOTAL (A)+(B)+(C)	1,02,60,358	100.00%	1,32,60,358	100.00%	1,62,10,358	100.00%

- i) **Lock-in Period:** The Equity Shares shall be locked-in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of the proposed allottees shall be locked-in from the relevant date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the SEBI ICDR Regulations.

j) **Undertakings:**

- Except as mentioned in the allottees list, None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- The Company is eligible to make the Preferential Issue under Chapter V of SEBI ICDR Regulations.
- Since the Equity Shares of the Company have been listed on the BSE SME for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

- k) **Certificate of Practicing Company Secretary:** The certificate from, M/s. Sidhi Maheshwari & Associates, Practicing Company Secretary, certifying that the

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Preferential Allotment is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be made available for inspection by the Members through electronic mode, on all working days during business hours from 04-04-2024 till 25-04-2024.

l) The percentage (%) of Post Preferential Issue Capital that may be held by the Proposed allottees and change in control, if any, consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the **Proposed** allottees as mentioned in table below and there shall be change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sr. No	NAME OF THE PROPOSED ALLOTTEE	CURRENT STATUS / CATEGORY	NEW STATUS / CATEGORY	PRE PREFERENTIAL ALLOTMENT		POST PREFERENTIAL ALLOTMENT OF EQUITY SHARES		Post Preferential Allotment (Post Issue of Equity Shares Assuming Full Conversion of Warrants into Equity Shares)	
				HOLDING	%	HOLDING	%	HOLDING	%
1	INVICTA CAPSERV PRIVATE LIMITED	NON PROMOTER	NON PROMOTER	10,000	0.10%	1,60,000	1.21%	1,60,000	0.99%
2	HEMANT GADODIA	NON PROMOTER	NON PROMOTER	1,42,000	1.38%	2,42,000	1.82%	5,42,000	3.34%
3	MONA PAREKH	NON PROMOTER	NON PROMOTER	0	0.00%	1,20,000	0.90%	1,20,000	0.74%
4	MEHUL JAYSUKH PAREKH	NON PROMOTER	NON PROMOTER	0	0.00%	1,20,000	0.90%	1,20,000	0.74%
5	ANITA SINGH	NON PROMOTER	NON PROMOTER	0	0.00%	30,000	0.23%	30,000	0.19%
6	PUNEET KEDIA	NON PROMOTER	NON PROMOTER	0	0.00%	20,000	0.15%	20,000	0.12%
7	SANJAY KUMAR	NON	NON	0	0.00%	14,000	0.11%	14,000	0.09%

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	AGARWAL	PROMOTER	PROMOTER						
8	SUNNY KUMAR JAIN	NON PROMOTER	NON PROMOTER	0	0.00%	20,000	0.15%	20,000	0.12%
9	SHUCHI ARTH VYAS	NON PROMOTER	NON PROMOTER	0	0.00%	20,000	0.15%	20,000	0.12%
10	ANIMESH KILLA	NON PROMOTER	NON PROMOTER	0	0.00%	18,000	0.14%	18,000	0.11%
11	KHUSHI AGARWAL	NON PROMOTER	NON PROMOTER	0	0.00%	14,000	0.11%	14,000	0.09%
12	BALDEO DAS MOHTA	NON PROMOTER	NON PROMOTER	0	0.00%	36,000	0.27%	36,000	0.22%
13	MADHU RATHI	NON PROMOTER	NON PROMOTER	0	0.00%	20,000	0.15%	20,000	0.12%
14	DEEPAK TODI	NON PROMOTER	NON PROMOTER	0	0.00%	20,000	0.15%	20,000	0.12%
15	VIKAS PAVANKUMAR	NON PROMOTER	NON PROMOTER	0	0.00%	40,000	0.30%	40,000	0.25%
16	SURINDER GOEL	NON PROMOTER	NON PROMOTER	0	0.00%	20,000	0.15%	20,000	0.12%
17	RAJ KUMAR BAJORIA	NON PROMOTER	NON PROMOTER	0	0.00%	20,000	0.15%	20,000	0.12%
18	BANI SHREE BAJORIA	NON PROMOTER	NON PROMOTER	0	0.00%	14,000	0.11%	14,000	0.09%
19	PAWAN KUMAR AGARWAL	NON PROMOTER	NON PROMOTER	0	0.00%	14,000	0.11%	14,000	0.09%

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20	Sabyasachi Mukherjee	NON PROMOTER	NON PROMOTER	0	0.00%	2,40,000	1.81%	2,40,000	1.48%
21	HIMANSHU WALIA	NON PROMOTER	NON PROMOTER	0	0.00%	14,000	0.11%	14,000	0.09%
22	ASHISH TODI	NON PROMOTER	NON PROMOTER	0	0.00%	28,000	0.21%	28,000	0.17%
23	Rohan Lalit Jain	NON PROMOTER	NON PROMOTER	0	0.00%	50,000	0.38%	50,000	0.31%
24	Jineshkumar Jayantilal Shah	NON PROMOTER	NON PROMOTER	0	0.00%	16,000	0.12%	16,000	0.10%
25	Samkit Abay Nahar	NON PROMOTER	NON PROMOTER	0	0.00%	22,000	0.17%	22,000	0.14%
26	Akshay Rohit Shah	NON PROMOTER	NON PROMOTER	0	0.00%	16,000	0.12%	16,000	0.10%
27	Prashantkumar Chimanlal Nahar	NON PROMOTER	NON PROMOTER	0	0.00%	16,000	0.12%	16,000	0.10%
28	Jinay Kushalraj Jagawat	NON PROMOTER	NON PROMOTER	0	0.00%	22,000	0.17%	22,000	0.14%
29	Ronish Ashok Dhoka	NON PROMOTER	NON PROMOTER	0	0.00%	14,000	0.11%	14,000	0.09%
30	Kalpana Rajesh Jain	NON PROMOTER	NON PROMOTER	0	0.00%	28,000	0.21%	28,000	0.17%
31	Pancham Parasmal Jain	NON PROMOTER	NON PROMOTER	0	0.00%	14,000	0.11%	14,000	0.09%

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32	Mayank S Birla	NON PROMOTER	NON PROMOTER	0	0.00%	16,000	0.12%	16,000	0.10%
33	Shubh Atish Shah	NON PROMOTER	NON PROMOTER	0	0.00%	22,000	0.17%	22,000	0.14%
34	Suhani Rakesh Kothari	NON PROMOTER	NON PROMOTER	0	0.00%	14,000	0.11%	14,000	0.09%
35	Dilip Raichand Rathod	NON PROMOTER	NON PROMOTER	0	0.00%	16,000	0.12%	16,000	0.10%
36	Nikhil Arunkumar Kothari	NON PROMOTER	NON PROMOTER	0	0.00%	14,000	0.11%	14,000	0.09%
37	Chandra Dhariwal	NON PROMOTER	NON PROMOTER	0	0.00%	22,000	0.17%	22,000	0.14%
38	Karan Gumanmal Jain	NON PROMOTER	NON PROMOTER	0	0.00%	22,000	0.17%	22,000	0.14%
39	Kashyap Paresh Sancheti	NON PROMOTER	NON PROMOTER	0	0.00%	28,000	0.21%	28,000	0.17%
40	Udit Sumermal Jain	NON PROMOTER	NON PROMOTER	0	0.00%	14,000	0.11%	14,000	0.09%
41	Privylife Solutions LLP	NON PROMOTER	NON PROMOTER	0	0.00%	42,000	0.32%	42,000	0.26%
42	SHAGUN CAPITAL VENTURE	NON PROMOTER	NON PROMOTER	0	0.00%	74,000	0.56%	74,000	0.46%
43	M NIRMAL KUMAR	NON PROMOTER	NON PROMOTER	2,000	0.02%	66,000	0.50%	66,000	0.41%
44	RAJU	NON	NON	2,000	0.02%	66,000	0.50%	66,000	0.41%

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	RAMESHCHAND LUNAWATH	PROMOTER	PROMOTER						
45	VIKAS BOHRA	NON PROMOTER	NON PROMOTER	2,000	0.02%	66,000	0.50%	66,000	0.41%
46	PADAMKUMAR R SONI	NON PROMOTER	NON PROMOTER	0	0.00%	64,000	0.48%	64,000	0.39%
47	AJAY	NON PROMOTER	NON PROMOTER	0	0.00%	50,000	0.38%	50,000	0.31%
48	AVINASH V	NON PROMOTER	NON PROMOTER	2,000	0.02%	38,000	0.29%	38,000	0.23%
49	MANOJ AMLOKCHAND GADIYA	NON PROMOTER	NON PROMOTER	0	0.00%	36,000	0.27%	36,000	0.22%
50	S DEVENDRA	NON PROMOTER	NON PROMOTER	2,000	0.02%	38,000	0.29%	38,000	0.23%
51	RISHAB INTERMEDIATES PVT LTD	NON PROMOTER	NON PROMOTER	0	0.00%	30,000	0.23%	30,000	0.19%
52	VIKAS KUMAR GADIYA	NON PROMOTER	NON PROMOTER	0	0.00%	24,000	0.18%	24,000	0.15%
53	H PADMA JAIN	NON PROMOTER	NON PROMOTER	0	0.00%	16,000	0.12%	16,000	0.10%
54	VIJAY RAJ K JAIN	NON PROMOTER	NON PROMOTER	0	0.00%	16,000	0.12%	16,000	0.10%

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55	PRITI C KOTHARI	NON PROMOTER	NON PROMOTER	0	0.00%	24,000	0.18%	24,000	0.15%
56	DHARA MONIC SHAH	NON PROMOTER	NON PROMOTER	0	0.00%	14,000	0.11%	14,000	0.09%
57	JAYANT JAIN	NON PROMOTER	NON PROMOTER	0	0.00%	20,000	0.15%	20,000	0.12%
58	VM FINSERVE AND ASSET MANAGEMENT	NON PROMOTER	NON PROMOTER	0	0.00%	20,000	0.15%	20,000	0.12%
59	D PRAKASH DEVI	NON PROMOTER	NON PROMOTER	0	0.00%	40,000	0.30%	40,000	0.25%
60	ASMITHA SRISRIMAL	NON PROMOTER	NON PROMOTER	0	0.00%	20,000	0.15%	20,000	0.12%
61	SVAR FAMILY TRUST	NON PROMOTER	NON PROMOTER	0	0.00%	20,000	0.15%	20,000	0.12%
62	PRAKASHBHAI ARVINDBHAI SHAH	NON PROMOTER	NON PROMOTER	0	0.00%	30,000	0.23%	30,000	0.19%
63	ANURAG PODDAR HUF	NON PROMOTER	NON PROMOTER	0	0.00%	20,000	0.15%	20,000	0.12%
64	VIGNESH KUMAR AGARWAL	NON PROMOTER	NON PROMOTER	0	0.00%	20,000	0.15%	20,000	0.12%
65	DEBALINA CHAKRABORTY	NON PROMOTER	NON PROMOTER	0	0.00%	28,000	0.21%	28,000	0.17%
66	SUNIL KHETPALIA	NON	NON	0	0.00%	36,000	0.27%	36,000	0.22%

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		PROMOTER	PROMOTER						
67	R S FINANCIAL SOLUTIONS	NON PROMOTER	NON PROMOTER	0	0.00%	34,000	0.26%	34,000	0.21%
68	ABHISHEK KOTHARI	NON PROMOTER	NON PROMOTER	0	0.00%	20,000	0.15%	20,000	0.12%
69	PAWAN KUMAR JAIN	NON PROMOTER	NON PROMOTER	0	0.00%	10,000	0.08%	10,000	0.06%
70	SUJAL KUMAR JAIN	NON PROMOTER	NON PROMOTER	0	0.00%	10,000	0.08%	10,000	0.06%
71	UJJWAL JHABAK	NON PROMOTER	NON PROMOTER	0	0.00%	20,000	0.15%	20,000	0.12%
72	PINKY AKASHKUMAR	NON PROMOTER	NON PROMOTER	0	0.00%	20,000	0.15%	20,000	0.12%
73	VARSHA H JAIN	NON PROMOTER	NON PROMOTER	0	0.00%	70,000	0.53%	70,000	0.43%
74	Sandeep Bhandari	NON PROMOTER	NON PROMOTER	76,000	0.74%	1,52,000	1.15%	2,02,000	1.25%
75	KALPANA MANOJ GOLECHA	NON PROMOTER	NON PROMOTER	0	0.00%	74,000	0.56%	74,000	0.46%
76	SUNIL KUMAR GUPTA HUF	NON PROMOTER	NON PROMOTER	0	0.00%	50,000	0.38%	50,000	0.31%
77	BALKRISHAN PODDAR	NON PROMOTER	NON PROMOTER	0	0.00%	26,000	0.20%	26,000	0.16%
78	K H THAKER	NON PROMOTER	NON PROMOTER	0	0.00%	24,000	0.18%	24,000	0.15%

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79	MOHAN A GORE	NON PROMOTER	NON PROMOTER	0	0.00%	26,000	0.20%	26,000	0.16%
80	CERAMET CONSULTANTS PRIVATE LIMITED	NON PROMOTER	NON PROMOTER	0	0.00%	24,000	0.18%	24,000	0.15%
81	ARTHY V	NON PROMOTER	NON PROMOTER	2,000	0.02%	72,000	0.54%	72,000	0.44%
82	AVANTIKA SHUKLA	NON PROMOTER	NON PROMOTER	0	0.00%	16,000	0.12%	16,000	0.10%
83	MURTAZA HASAN DARIWALA	NON PROMOTER	NON PROMOTER	0	0.00%	26,000	0.20%	26,000	0.16%
84	KAVITA JAIN	NON PROMOTER	NON PROMOTER	0	0.00%	24,000	0.18%	24,000	0.15%
85	VISHNUPRIYA	NON PROMOTER	NON PROMOTER	0	0.00%	14,000	0.11%	14,000	0.09%
86	JHANVI KOOLWAL	PROMOTER	PROMOTER	0	0.00%	0	0.00%	2,00,000	1.23%
87	MILAN KOOLWAL	PROMOTER	PROMOTER	0	0.00%	0	0.00%	2,00,000	1.23%
88	RAAKESH B KULWAL	PROMOTER	PROMOTER	6,98,288	6.81%	6,98,288	5.27%	15,36,288	9.48%
89	RENU KOOLWAL	PROMOTER	PROMOTER	5,74,808	5.60%	5,74,808	4.33%	12,74,808	7.86%
90	AYUSHI SETHI	NON PROMOTER	NON PROMOTER	0	0.00%	0	0.00%	12,000	0.07%
91	M/S GOTHAMCHAND A HUF	NON PROMOTER	NON PROMOTER	0	0.00%	0	0.00%	2,00,000	1.23%

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92	GUNAVANTH KUMAR HUF	NON PROMOTER	NON PROMOTER	40,000	0.39%	40,000	0.30%	2,40,000	1.48%
93	NAMRATHA VIMALCHAND	NON PROMOTER	NON PROMOTER	0	0.00%	0	0.00%	1,00,000	0.62%
94	NEHA GUNAVANTH KUMAR	NON PROMOTER	NON PROMOTER	0	0.00%	0	0.00%	1,50,000	0.93%

m) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Nil

n) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

o) Principal terms of assets charged as securities:

Not Applicable.

p) Other disclosures:

- During this financial year, the Company has not made any preferential allotment.

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- Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: Not Applicable

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 2 and Item No. 3 in the accompanying notice for your approval.

Except as disclosed in this notice none of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR JHANDEWALAS FOODS LTD**

SD/-

**RAAKESH B. KULWAL
CHAIRMAN AND MANAGING DIRECTOR
DIN: 00615150**

PLACE: JAIPUR

DATE: 30-03-2024

REGD. OFFICE:

B-70, UPASANA HOUSE, 1ST FLOOR, JANTA STORE,
BAPU NAGAR, JAIPUR, RAJASTHAN, 302015

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BY POST

**BY ORDER OF THE BOARD OF DIRECTORS
FOR JHANDEWALAS FOODS LTD**

SD/-

**RAAKESH B. KULWAL
CHAIRMAN AND MANAGING DIRECTOR
DIN: 00615150**

PLACE: JAIPUR

DATE: 30-03-2024

REGD. OFFICE:

**B-70, UPASANA HOUSE, 1ST FLOOR, JANTA STORE,
BAPU NAGAR, JAIPUR, RAJASTHAN, 302015**