

**INFORMATION**

**MEMORANDUM**

**OF**

**JHANDEWALAS FOODS**  
**LIMITED**

### **PURPOSE OF INFORMATION MEMORANDUM:**

The Equity Share Capital of the Company is listed on BSE Ltd. (BSE).

The Company intends to make an application to revoke the suspension from listing its Equity Share Capital with Bombay Stock Exchange (BSE). The Company proposes to list and trade the entire equity of the Company on the Bombay Stock Exchange Limited (BSE).

### COMPANY PROFILE:

Sr. No.	Particulars	
1	Name and address of registered office of the company	Jhandewalas Foods Limited B-70, 1st Floor, Upasana House, Janta Store, Bapu Nagar, Jaipur RJ 302015
2	Name and address of corporate office of the company	Jhandewalas Foods Limited B-70, 1st Floor, Upasana House, Janta Store, Bapu Nagar, Jaipur RJ 302015
3	Names of regional stock exchange and other stock exchanges where listed – Years of listing and current status.	Is listed on BSE Ltd.
4	Signing with depositories – ISIN no.	The Company is connected with both the depositories i.e NDSL and CDSL, the ISIN of the Company is <b>INE841Y01019</b>
5	Name and contact details of compliance officer and Company Secretary	Bhagirathi 9116190244
6	Email-id for Investor Grievances	cs.jfpl@namans.co.in
7	Date of Suspension and reason of suspension	Suspended from 11/03/2022 Due to Penal Reasons

**CAPITAL STRUCTURE:**

Sr. No.	Share Capital	As on 30.06.2023 (Amount in Rs.)
1	<u>AUTHORISED CAPITAL</u> 1,20,00,000 equity shares of Rs. 10/- each.	Rs. 12,00,00,000/-
2	<u>ISSUED</u> 1,02,60,358 equity shares of Rs. 10/- each.	Rs. 10,26,03,580/-
3	<u>LISTED</u> 1,02,60,358 equity shares of Rs. 10/- each.	Rs. 10,26,03,580/-

## **COMPANY MANAGEMENT:**

### **History and main objects and present business of the Company:**

Jhandewalas Foods Limited is engaged in the business of manufacturing and marketing of foods and food products. The company was incorporated on August 14, 2006 as a private limited company. The name of the Company was changed from Jhandewalas Foods Private Limited to Jhandewalas Foods Limited w.e.f. 14-04-2010.

The main object of the Company is as follows:

- i. To carry on in India or elsewhere the business to manufacture, produce, process, convert, commercialize, arrange, procure extract, cool, boil, collect, raise, pack, repack, grade, manipulate, manage, organize, market, prepare, supply, import, export, buy, sell, wholesale, resale, distribute, store and to act as agent, broker, concessionaires, consultant, consignors, collaborator, export house or otherwise to deal in all types of cow milk, buffalo milk, she goat milk, milk powder, ghee cream, cheese, butter, ghee, and its derivatives, products, by-products, residues including hot and cold milk, flavoured milk, condensed milk and malted foods, sweets, chocolates, confectioneries and other to deal and traffic in all sorts of poultry animals and live stocks and to produce, purchase, sell, import, export or otherwise deal in dairyman and to carry on the business of milk contractors, dairy farmers, milers, surveyors and vendors of milk and milk products, condensed milk and powder milk, cream, cheese, butter, butter ghee and to buy, sell and trade in any goods usually traded in any of the above business inclusive of eatable foods and medicinal products or any substitute for any of them.
- ii. To carry on in India or elsewhere the business to manufacture, produce, process, prepare, disinfect, fermentate, compound, mix, clean, wash, concentrate, crush, grind, segregate, pack, repack, labeling, add, remove, heat, grade, preserve, freeze, distillate, boil. Sterilize, improve, extract, refine, but, sell, resell, import, export, barter, transport, store, forward, distribute, dispose, develop, handle, manipulate, marker, supply, and to act as agent, broker, representative, consultant, collaborator, adatia, stockiest, liasioner, middleman, export house, job worker, or otherwise to deal in all types, descriptions, tastes, uses and packs of consumer food items, their byproducts, ingredients, derivatives, residues, including foods and vegetables, saffron, packed foods, powders, pastes, liquids, drinks, beverages, juices, jams, jelly, squashes, pickles, sausages, concentrates, extracts, essences, flavors, syrups, sarbats, flavoured drinks, health and diet drinks, mouth freshners, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, health foods, fast foods, cream, cheese, butter, biscuits, breads, cakes, pastries, confectionery, sweets, chocolates, toffees, breakfast foods, protein foods, dietic products, strained baby foods, instant foods, cereal products, table delicacies and all other items whether natural, artificial or synthetic of a character similar or analogous to the foregoing or connected therewith and to do all incidental acts and things necessary for the attainment of the foregoing objects.

The Company has no Subsidiaries.

## DETAILS OF PROMOTERS:

Sr. No.	Name	Residential Address	Educational Qualification	No. of Equity Shares held	Directorship in other entities
1.	Rakesh B Kulwal	144, Chand villa, Kailashpuri, Tonk Road, Jaipur, Rajasthan 302015	Graduation	6,98,288	Jhanvi Jhandewalas Real Estate Developers Private Limited
2.	Jinko Devi Koolwal	144, Kailashpuri, Meena Colony, Durgapura, Gandhi Nagar, Jaipur, Rajasthan 302015	10 <sup>th</sup> Pass( <b>Matriculate</b> )	40,77,118	N.A.
3.	Rakesh Kumar Koolwal HUF	35,JOHARI BAZAR, Jaipur,RAJASTHAN,302003	N.A	1,175	N.A.
4.	Banwar Lal Koolwal	144, Kailashpuri, Meena Colony, Durgapura, Jaipur, Rajasthan 302015	12 <sup>th</sup> pass(Intermediate)	13,96,619	N.A.
5.	Renu Koolwal	144, Kailashpuri, Meena Colony, Durgapura, Jaipur, Rajasthan 302015	Graduation	5,74,808	N.A.
6.	Himanshi Koolwal	144, Kailashpuri, behind Khandaka Hospital, Tonk Road, Jaipur, Gandhi Nagar, Jaipur, Rajasthan 302015	Bachleors of Arts,Diploma in communication Designing from ISDI Parsons Mumbai.	1,175	N.A.

**DETAILS OF AUDITORS AND LEGAL ADVISORS OF THE COMPANY:**

Sr. No.	Particulars	
1	Name and address of the Auditors of the Company	M/s Jain Chowdhary & Co, Chartered Accountants, Address: O-5, IIIrd Floor, Amber Tower Sansar Chand Road , Jaipur- 302 001
2	Name and address of the Legal Advisors of the Company	The Company has not appointed any Legal Advisors

**DETAILS OF KMP'S AND DIRECTORS:**

Sr. No.	Name	Designation	DIN	Directorships in Other Companies
1	Raakesh B Kulwal	Managing Director	00615150	Jhanvi Jhandewalas Real Estate Developers Private Limited
2	Jinko Devi Koolwal	Woman Director and non Executive Director	02531975	N.A.
3	Irfan Naqvi	Chief Financial Officer	N.A.	N.A.
4	Rajat Kasliwal	Independent Director and non Executive Director	7781908	Vikas Timber Product Private Limited
5	Manan Jain	Independent Director and non Executive Director	8765552	N.A.
6	Bhagirathi	Company Secretary and Compliance Officer	N.A.	N.A

**DETAILS OF CHANGES IN DIRECTORS/ MANAGEMENT AND AUDITORS OF THE COMPANY IN DURING THE LAST ONE YEAR:**

Ms. Bhagirathi was been appointed as a Company Secretary w.e.f 14<sup>th</sup> December 2023.

All the Equity Shares of the Company are pari passu and have equal rights regarding Voting and Dividend.

There is no Lien on any shares of the Company.

The Process for modification of such Rights and Forfeiture of Shares will be as per the provisions of the Companies Act, 2013 and the Articles of Association of the Company.

There are no restrictions on transfer and transmission of shares and on their consolidation/splitting.

There was no revaluation of any assets during last five years.

No material contracts, agreements (including agreements for technical advice and collaboration), concessions and similar other documents (except those entered into in the ordinary course of business carried on or intended to be carried on by the company) have been entered into by the company till date.

Never any commission, brokerage, discount, or other special terms including an option for the issue, if any, kind of securities granted to any person has been undertaken by the said company.

There are 45 Employees in the Company.

#### SHAREHOLDING PATTERN:

Shareholding pattern (latest as on 31 <sup>st</sup> March, 2023)	No. of shares	% of total shareholding	No of shares in demat	Whether 100% in demat for Promoter and 50% in demat for Public	No of Shares Pledged	% of pledged shares
Promoter and Promoter Group	6749183	65.78	6749183	YES	0	0
Public Shareholding	3511175	34.22	3511175	YES	0	0
Shares held by custodians against DRs issued by the company	0	0	0	N.A.	0	0
TOTAL	10260358	100	10260358	-	0	0

## **BUSINESS:**

The Company is presently engaged in the Business of Foods and Ancillary items.

The company does not have any collaboration for performance guarantee or assistance in marketing by the collaborators.

The company has Basic Infrastructure facilities for raw materials and utilities like water, electricity, etc.

The company's approach to marketing is such that we strive to lead in providing best products. We endeavor to create strong, consistent stakeholders value and live up to the trust & confidence reposed in us.

## **FUTURE PROSPECTS:**

We are expanding our footprints by venturing into new markets. The Company over the last few years has created a market leadership position for itself in branded ghee segment in Rajasthan and making its presence in Hyderabad, Jammu & Kashmir, Madhya Pradesh, Uttarakhand and gradually opening in Delhi, Haryana, Maharashtra, Gujarat, West Bengal, Bangalore and Chattisgarh. We manufacture and market our products under the brands: Naman, Godhenu, Nutri Flakes, Sweet Bites, Yumm Yoo, Polki. Our product portfolio includes Buffalo Ghee, Cow Ghee, A2 Gir Cow Ghee, Premium Buffalo Ghee, Kesar ("Saffron"), Poha ("Flattened rice"), Mangodi, Papad, Refined Groundnut Oil, Pasta, Varieties of Chutney, Chai ("Tea") Masala and Poha Masala, Indian Spices, Chilla Pre Mix, Rava Idli Mix and many more.

Due to financial year 2022-23 the turnover of the company has decreased from Rs. 3170.02 lakhs to Rs. 1925.83 lakhs. Further, due to increased in raw material prices and diminution in value of stocks related to previous year, the company recorded a loss of Rs.9.14 lakhs. The Directors are of the opinion that the Company will take better care of their stock in future so that it will not come up with such losses and the financials would give better picture of Company's performance.

## LITIGATION:

There are no outstanding litigation pending by/against the Company other than those mentioned below pertaining to

(i) matters likely to affect operation and finances of the company including disputed tax liabilities of any nature ; and

(ii) criminal prosecution launched against the company and the directors for alleged offences

There are no defaults by the Company in payment of any statutory dues, institutional dues, towards any payment of any instrument holders like debentures, fixed deposits, and towards payment of any arrears on cumulative preference shares, etc.

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### Details of Ongoing cases

Sr. No	Name of Party	Court	Status
1.	Amarnath Milk V/s M/s Jhandewalas Foods Limited	District Court, Agra	Ongoing
2.	Axis V/s M/s Jhandewalas Foods Limited	CMM ACMM JAIPUR METRO HQ	Ongoing
3.	Acme Resources Private Limited V/s M/s Jhandewalas Foods Limited	CMM North West, RHC, Delhi	Ongoing
4.	Bansidhar Food Products V/s M/s Jhandewalas Foods Limited	Additional Sr. Civil Judge and ACJM, Gondal (Rajkot, Gujrat)	Ongoing
5.	Radhekrishna Poha V/s M/s Jhandewalas Foods Limited	Principal Sr. Civil Judge and Additional CJM, Gondal (Rajkot, Gujrat)	Ongoing

## FINANCIAL INFORMATION:

Financial performance for last 3 years

Financial performance for last 3 years	Rs. In lacs		
	Mar 2023	Mar 2022	Mar 2021
Sales	1287.63	3,166.16	2,820.60
Other Income	638.19	3.86	2.36
<b>Total Income</b>	1925.82	3,170.02	2,822.95
Expenditure	1658.29	3,770.60	4,679.54
Profit before Tax	(9.14)	(409.46)	(1,856.58)
Provisions for Tax	0	0	0
Profit after Tax	(9.14)	(409.46)	(1,856.58)
Equity Share Capital	1,026.04	1,026.04	1,026.04
Acc. Profit / (loss)	(4006.68)	(3,997.54)	(3,588.08)

## DECLARATION:

No statement made under this Information Memorandum contravenes any of the provisions of Companies Act, 1956 / Companies Act 2013, as may be applicable and the rules made there under. All the legal requirement connected with the listing /revocation of suspension of trading in equity of shares of our company and also the guidelines, instructions etc. issued by SEBI, Government and any other competent authority in this behalf have been duly complied with. All information contained in this document is true and correct.

**Raakesh B Kulwal**  
**Managing Director**  
**DIN: 00615150**

**Date: 26/08/2023**