

Date: 28/05/2019

To,
The Department of Corporate Services
Bombay Stock Exchange Limited
1st Floor, P.J. Towers,
Dalal Street
Mumbai - 400001

Dear Sir/Madam,

Sub: Notice of Extra Ordinary General Meeting

Scrip Code:

Please find enclosed Notice of Extra Ordinary General Meeting (EGM) of the Company to be held on Saturday, 29th June , 2019 at 11.00 a.m. at the registered office of the Company B-70, 1st Floor Upasana House, Rajendra marg , Bapu nagar, Jaipur:302015 to consider the appointment of the Statutory Auditors for the Financial Year 2018-19.

Kindly take the above on record.

**Yours sincerely,
For Jhandewalas Foods Limited**

**Raakesh B Kulwal
Managing Director**

Encl: Notice of EGM

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-ordinary General Meeting of the Members of **JHANDEWALAS FOODS LIMITED** will be held on Saturday, the 29th day of June, 2019 at 11:00 A.M. at the registered office of the company at B-70, 1st Floor Upasana House, Rajendra marg , Bapu nagar, Jaipur:302015 to transact the following business:

AS A SPECIAL BUSINESS:

TO CONSIDER THE APPOINTMENT OF STATUTORY AUDITORS:

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

ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, **M/s M S G & Associates, Chartered Accountants**, (FRN.: **010254C**), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. J K Sarawgi & Comapany, Chartered Accountants (Previous Auditor).

RESOLVED FURTHER THAT M/s M S G & Associates, Chartered Accountants, Chartered Accountants (FRN.: **010254C**), be and are hereby appointed as Statutory Auditors of the Company from this Extra-ordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2019 on such remuneration as fixed by the Board of Directors in consultation with them.”

RESOLVED FURTHER THAT Directors/Company Secretary of the company, be and are, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

By Order of the Board

**Yours sincerely,
For Jhandewalas Foods Limited**

Raakesh B Kulwal

Managing Director

DIN: 00615150

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with regard to the Special Business is appended.
2. A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend and vote instead of himself/herself, such proxy/proxies need not to be a member of the company. A person can act as proxy on behalf of members not exceeding (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The instrument of Proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution authority, as applicable.
3. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney/Letter of Representation authorizing its representative to attend and vote on their behalf at an Extra Ordinary General Meeting.
4. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed and signed) to the Meeting.

ANNEXURE TO THE NOTICE

Explanatory Statement under Section 102(1) of the Companies Act, 2013

ITEM No. I

M/s. J K Sarawgi & Comapany, Chartered Accountants, Jaipur have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that **M/s M S G & Associates, Chartered Accountants** be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. J K Sarawgi & Comapany, Chartered Accountants, Jaipur.

M/s M S G & Associates, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

**Yours sincerely,
For Jhandewalas Foods Limited**

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

Date: 28/05/2019
Place: Jaipur

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	
Name of the Company:	
Registered office:	

I/ We, being the member (s) of **JHANDEWALAS FOODS LIMITED** holding.....shares of the above named Company, hereby appoint

1.	Name:	
	Address:	
	E-mail ID:	
	Signature:or failing him/her

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2.	Name:	
	Address:	
	E-mail ID:	

	Signature:or failing him/her
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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at an Extra-Ordinary General Meeting of members of the Company, to be held on of **JHANDEWALAS FOODS LIMITED** will be held on Friday, the 21st day of June, 2019 at 11:00 A.M./P.M. at the registered office of the company at B-70, 1st Floor Upasana House, Rajendra marg , Bapu nagar, Jaipur:302015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Ordinary Resolutions	For	Against	Abstain
1.	Appointment of Statutory Auditors to fill Casual Vacancy			

Signed this _____ day of _____ 2019

Signature of Shareholder(s) _____

Signature of Proxy holder(s) _____

Signed this _____ day of _____ 2019

Signature of Shareholder(s) _____

Signature of Proxy holder(s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at B-70, 1st Floor Upasana House, Rajendra marg , Bapu nagar, Jaipur:302015 not less than forty-eight hours before the commencement of the Meeting.

Attendance Slip for Extra-Ordinary General Meeting

Date: _____ 2019, _____ at _____ a.m./p/m.

Folio No./DP ID Client ID No.	
Name of First Named Member/Proxy/Authorized Representative	
Name of Joint Member(s), if any:	
No. of Shares held	

.....

Name of the Member/Proxy

(In block Letters)

.....

Signature of the Member/Proxy/

Authorized Representative

Note:

1. Members/Proxy holders are requested to bring their attendance slip with them when they come to attend the meeting and hand it over at the entrance after signing it.
2. Members/Proxy holders who come to attend at the meeting are requested to bring their copies of the Notice convening this Extra-Ordinary General meeting.