



BIKAJI FOODS INTERNATIONAL LIMITED

REGD. OFF: -F-196-199, F – 178 & E-188, BICHHWAL INDUSTRIAL AREA, BIKANER – 334006.
CORP. OFF: - Plot No. E-558-561, C-569-572, E-573-577, F-585-592, Karni Extension, RIICO Industrial
Area, Bikaner, Rajasthan -334004 CIN: U15499RJ1995PLC010856

NOTICE OF 27TH ANNUAL GENERAL MEETING

Notice is hereby given that the **27TH ANNUAL GENERAL MEETING** of the members of **BIKAJI FOODS INTERNATIONAL LIMITED** (the “Company”) will be held on Friday **30th September, 2022** at 4 P.M. IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2022, together with the reports of the Board of Directors and the Auditors thereon.
2. To confirm the payment of Interim Dividend of ₹1 per equity share and to declare a Final Dividend of ₹ 0.01 for the Financial Year 2021-22.
3. To appoint a director in place of Mr. Deepak Agarwal (DIN: 00192890) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To Appoint Ms. Nidhi Ghuman (DIN 09475351) as a Director of the Company

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 recommendation of the Nomination and Remuneration Committee (“NRC”), applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) and the Articles of Association of the Company and in compliance with the terms and conditions of the Share Subscription, Share Purchase and Shareholder's Agreement executed on 7th May, 2018 (as amended from time to time) among shareholders of the Company, Ms. Nidhi Ghuman (DIN: 09475351), who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 30, 2022, and holds office until the date of this Annual General Meeting in terms of Section 161 of the Act and



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who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive (Non Independent) Director of the Company, not liable to retire by rotation.”

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**For & on behalf of the Board of Directors
For Bikaji Foods International Limited**

**DIVYA NAVANI
Company Secretary & Compliance Officer**

**Place: Bikaner
Date: 03/09/2022**



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Notes

1. An explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of all Special business specified above is annexed hereto.
2. Pursuant to the General Circular nos. 20/2020, 14/2020, 17/2020, 02/2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. The Notice of the 27th AGM and the Annual Report for the year 2021-22 including therein the Audited Financial Statements for the year 2021-22, will be available on the website of the Company at www.bikaji.com
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company by email to cs@bikaji.com.
7. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 30, 2022. Members seeking to inspect such documents can send an email to cs@bikaji.com.
8. A person whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on Friday, September 23, 2022 being the cut-off date shall be entitled to avail the facility of remote e-voting or e-voting during the



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AGM. Persons who are not Members as on the cut-off date, but have received this notice, should treat receipt of this Notice for information purpose only.

9. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is Tel: 0151 2259914

10. Members can raise questions during the meeting or in advance at cs@bikaji.com . However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.

11. The remote e-voting period begins on Tuesday, September 27, 2022 at 9.00 A.M. (IST) and ends on Thursday, September 29, 2022 at 5.00 P.M. (IST). The remote e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter. A person who is not a Member as on the cut-off date shall treat this notice for information purpose only.

12. Members may note that the Board, at its meeting held on September 03, 2022, has recommended a final dividend of Rs. 0.10 per share i.e. 10% of face value of Rs. 1 each. The record date for the purpose of final dividend for fiscal 2022 is September 16, 2022. The final dividend, once approved by the members in the ensuing AGM, will be paid on or before October 30 , 2022 electronically through various online transfer modes.

13. Members may note that the Income-tax Act, 1961, (“the IT Act”) as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. Shareholders may write to accounts@bikaji.com for any clarifications on this subject.

14. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

15. Additional information, pursuant to Secretarial Standard-2, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.

16. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

To Appoint Ms. Nidhi Ghuman (DIN 09475351) as a Director of the Company

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC) and IIFL Special Opportunities Funds has nominated her name in compliance with the terms and conditions of the Share Subscription, Share Purchase and Shareholder's Agreement executed on 7th May, 2018 (as amended from time to time) among shareholders of the Company, appointed Ms. Nidhi Ghuman (DIN 09475351) as an Additional Director to hold office as Non-Executive (Non-Independent) Director on the Board of the Company with effect from June 30, 2022, until the date of this Annual General Meeting in terms of Section 161 of the Act.

The Company has received a notice in writing from a Member under section 160(1) of the Act proposing her candidature for the office of Director of the Company and Ms. Nidhi Ghuman, has consented to act as a Director of the Company. In accordance with the proviso to Section 160 (1), the NRC and the Board of the Company has considered and recommended to the shareholders, appointment of Ms. Nidhi Ghuman as a Non-Executive (Non-Independent) Director of the Company, not liable to retire by rotation.

Ms. Nidhi Ghuman holds MBA from XLRI Jamshedpur and B.Tech from IIT Madras.

Disclosures, as required under Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Except Ms. Nidhi Ghuman, none of the other Directors, Key Managerial Personnel of the Company, or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 4 of the accompanying Notice.



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For & on behalf of the Board of Directors
For Bikaji Foods International Limited

DIVYA NAVANI
Company Secretary & Compliance Officer

Place: Bikaner
Date: 03/09/2022



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DETAILS OF DIRECTORS SEEKING APPOINTMENT AND RE-APPOINTMENT AT THE AGM

Pursuant to Secretarial Standard-2 on General Meeting

Name of Director	Mr. Deepak Agarwal	Ms. Nidhi Ghuman
Age	41	40
DIN	00192890	09475351
Date of First appointment on the Board	January 25,2002	June 30,2022
Qualification	Post Graduate programme in management (family managed business) from S.P. Jain Institute of Management & Research, Mumbai	MBA from XLRI Jamshedpur and B.Tech from IIT Madras
Experience including expertise in specific functional area)/Brief Resume	20 Years of Experience in Food Industry, Including ethnic snacks and sweets	More than 15 Years in equity and debt fund raising, M&A, and debt restructuring.
Remuneration last drawn	403.2 Lacs	N. A
Remuneration Sought to be paid	As per the Resolution at Item No. 7 passed by the Shareholder in their meeting held on April 20,2020	N. A
Terms and Conditions of Appointment/Reappointment	Managing Director liable to retire by rotation.	Non -Executive Director not



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		Liabile to retire by rotation.
Directorships on the Board of other Companies	<ol style="list-style-type: none">1. Basant Vihar Hotels Private Limited;2. Bikaji Mega Food Park Private Limited;3. Hanuman Agrofood Private Limited;4. Petunt Food Processors Private Limited;5. Mastkin Foods Private Limited.6. Vindhya wasini Sales Private Limited	<ol style="list-style-type: none">1. Infigo Lifesciences Private Limited2. Smart Express Private Limited3. Nephrocare Health Services Private Limited:
Membership on the Committees of Boards of other companies	NIL	Nephrocare Health Services Private Limited: <ol style="list-style-type: none">1. Stakeholder Relationship Committee-Member
No. of shares held in the Company	41,405,880 as on March 31,2022	NIL
Relationship with other Directors/KMPs	<ol style="list-style-type: none">1. Son of Mr. Shiv Ratan Agarwal, Chairman	None



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	2. Spouse of Mrs. Shweta Agarwal, Whole Time Director	
No. of Board Meetings attended during the year	8	N. A*

*** The Board has appointed Ms. Nidhi Ghuman, Non-Executive Director w.e.f. June 30, 2022**



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Remote e-Voting Instructions for shareholders: -

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL

1.Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

2. If you are 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>

3. Visit the e-Voting 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-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.



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2. Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, can login through their 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 Easin/ Easiest are

<https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and

click on New System Myeasi.

After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

2. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
3. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. 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 provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

3. 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. Upon logging in, you will be able to see e-Voting option. 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 i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.



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Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in demat mode:

Login type	Helpdesk details
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 1020 990 and 1800 22 44 30
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 or 22- 23058542-43.



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Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.