



**BIKAJI FOODS INTERNATIONAL LIMITED**

F 196-199, F 178 & E 188, Bichhwal Industrial Area, Bikaner, Rajasthan, India – 334006

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CIN: L15499RJ1995PLC010856 | GST No.: 08AAICS1030P1Z5

**NOTICE OF 28<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the **28<sup>TH</sup> ANNUAL GENERAL MEETING** of the members of **BIKAJI FOODS INTERNATIONAL LIMITED** will be held on **Thursday, August 17, 2023** at **11:00 A.M.** IST through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following businesses:

**ORDINARY BUSINESS:**

- To receive, consider and adopt the
  - Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2023 together with the reports of the Board of Directors and Statutory Auditors thereon.
  - Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2023 together with the report of Statutory Auditors thereon.
- To declare a final dividend of ₹ 0.75 per equity share of the face value of ₹ 1.00 each for the Financial Year ended on March 31, 2023.
- To appoint a director in place of Mr. Shiv Ratan Agarwal (DIN: 00192929), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment

**SPECIAL BUSINESS:**

- To approve the re-appointment of Mr. Deepak Agarwal (DIN: 00192890), Managing Director of the Company**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197, 198, 203, Schedule V and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment

and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder, Regulation 17(6)(e) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the provisions of Nomination and Remuneration Policy and Articles of Association of the Company and subject to such approval, permission, consent, sanction, as may be required, under any other applicable laws and regulations and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Deepak Agarwal (DIN: 00192890) as a Managing Director of the Company, liable to retire by rotation, for a period of three years with effect from February 01, 2024 to January 31, 2027 upon the terms and conditions and at such remuneration payable with effect from February 01, 2024 to January 31, 2027 as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

**“RESOLVED FURTHER THAT** notwithstanding anything contained in Section 196, 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, forming part of this resolution be paid as minimum remuneration to Mr. Deepak Agarwal, Managing Director.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolutions the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things, as it may in

its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid resolutions."

5. **The approve re-appointment of Mrs. Shweta Agarwal (DIN: 00619052), Whole-Time Director of the Company.**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder, Regulation 17(6)(e) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the provisions of Nomination and Remuneration Policy and Articles of Association of the Company and subject to such approval, permission, consent, sanction, as may be required, under any other applicable laws and regulations and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded for re-appointment of Mrs. Shweta Agarwal (DIN: 00619052) as a Whole-Time Director of the Company, liable to retire by rotation, for a period of three years with effect from February 01, 2024 to January 31, 2027 upon the terms and conditions and at such remuneration payable with effect from February 01, 2024 to January 31, 2027 as set out in the Explanatory Statement annexed to the Notice convening this meeting."

**"RESOLVED FURTHER THAT** notwithstanding anything contained in Section 196, 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, forming part of this resolution be paid as minimum remuneration to Mrs. Shweta Agarwal, Whole-time Director."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolutions the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid resolutions."

6. **To approve the amendment of Articles of Association of the Company**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the rules framed there under, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modifications or re-enactment thereof for the time being in force), in accordance with relevant provisions of Articles of Association of the Company and subject to such other approvals as may be necessary or required, and pursuant to the recommendation of Board of Directors, the consent of the Members of the Company be and is hereby accorded to alter, modify, revise and replace existing set of Articles of Association of the Company as per the details set out in the Explanatory Statement annexed to the Notice convening this meeting."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required to give effect to this resolution."

**For and on behalf of the Board of Directors  
For BIKAJI FOODS INTERNATIONAL LIMITED**

**Rahul Joshi**

Head – Legal and Company Secretary  
Membership No.: ACS 33135

Date: May 23, 2023

Place: New Delhi

**NOTES:**

1. The Ministry of Corporate Affairs (“the MCA”) *inter-alia* vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as “the MCA Circulars”) and Securities and Exchange Board of India (“the SEBI”) vide its Circular No. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated May 12, 2020, and subsequent circulars issued in this regard, the latest being Circular No. SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 05, 2023 (collectively referred to as “the SEBI Circulars”), has permitted the holding of the annual general meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 (“the Act”), the SEBI Circulars and the MCA Circulars, the 28th Annual General Meeting (“AGM/ Meeting”) of the Company is being held through VC / OAVM on Thursday, August 17, 2023, at 11:00 A.M. IST. The registered office of the Company shall be deemed venue for the AGM.

2. An explanatory statement pursuant to Section 102(1) of the Act read with the rules made thereunder, setting out material facts relating to the resolutions in respect of all Special business specified above and information of the Director proposed to be appointed/ reappointed at the Meeting as required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and Secretarial Standard-2 (“the SS-2”) and other applicable provisions is annexed hereto and forms part of the Notice.
3. Pursuant to Section 108 of the Act and Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the SS-2, the Company has provided remote e-voting facility to all the members of the Company in respect of the business to be transacted at the Annual General Meeting (“AGM/Meeting”). The Company has appointed Central Depository Services (India) Limited (“the CDSL”) for providing remote e-voting facility to its members. The instructions for remote e-voting are provided as part of this Notice which the members are requested to read carefully before casting their vote.
4. The Members can join the AGM 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 AGM 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 AGM without restriction on account of first come first served basis.

5. As per the provisions of the MCA Circulars, the matters of Special Business as appearing at Item Nos. 4 to 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
6. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and the SEBI Circulars, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form, Route Map and Attendance Slip are not annexed hereto.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote
9. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) intending to appoint their authorized representatives pursuant to Section 112 and 113 of the Act, as the case may be, to attend the meeting through VC or OAVM or to vote through remote e-voting are requested to send to the Company a duly certified copy of Board Resolution with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com) with a copy marked to [cs@bikaji.com](mailto:cs@bikaji.com).
10. The Register of Members and the Share Transfer Books of the Company will be closed from Friday, June 9, 2023 to Sunday, June 11, 2023 (both days

- inclusive) for the purpose of 28th Annual General Meeting (“AGM”) for determining the entitlement of the shareholders to the dividend, if declared at the AGM.
11. Members may note that the Board, at its meeting held on May 23, 2023, has recommended a final dividend of ₹ 0.75 per equity share. The final dividend, if approved by the members in the AGM, will be paid on or before Thursday, September 15, 2023 to those members whose name appears
    - a) As the beneficial owners’ details received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on Thursday, June 08, 2023.
    - b) On the Register of Members of the Company as on Thursday, June 08, 2023, after giving effect to valid transfers in respect of transfer requests lodged with the Company/Link Intime India Private Limited (LIPL), Registrar and Share Transfer Agent (“the RTA”) on or before the close of business hours on Thursday, June 08, 2023, in respect of shares held in physical form
  12. A person whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on Thursday, August 10, 2023 being the cut-off date shall be entitled to avail the facility of remote e-voting. 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. A person who acquires shares after dispatch of notice but before cut-off date shall have the right to vote at the meeting.
  13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the Certificate from Secretarial Auditor of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available for inspection through electronic means by the members during the AGM. All documents referred to in the Notice will also be available for inspection during working hours on all business days without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. Thursday, August 17, 2023. Members seeking to inspect such documents can send an email to [cs@bikaji.com](mailto:cs@bikaji.com) with subject line “Inspection of Documents”, mentioning their name, DP ID and Client ID and documents they wish to inspect.
  14. In accordance with, the MCA Circulars and the SEBI Circulars, owing to the difficulties involved in dispatching of physical copies of the Annual Report of the Company and the Notice of AGM, the same will be sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participants unless any Member has requested for a physical copy of the same.
  15. Members may please note that the Notice of the 28th Annual General Meeting and the Annual Report for the financial year ended on March 31, 2023 is also available on the Company’s website at [www.bikaji.com](http://www.bikaji.com) and CDSL e-voting website i.e. [www.evotingindia.com](http://www.evotingindia.com) and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Ltd. at [www.nseindia.com](http://www.nseindia.com).
  16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in demat form and to M/s Link Intime India Private Limited, in case the shares are held in physical form for receiving all communication including Annual Report, Notices, etc. from the Company electronically. Further, Members may note that the SEBI has mandated the submission of PAN by every participant in the securities market.
  17. In case a holder of physical securities fails to furnish PAN, KYC details and Nomination by October 01, 2023, our RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.
  18. Non-Resident Indian Members are requested to inform RTA of the Company any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

19. Members can avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she should submit the request in ISR-3 or SH-14 as the case may be. These Forms can be downloaded from Company's website at [www.bikaji.com](http://www.bikaji.com). Members are requested to submit the said details to their Depository Participant in case the shares are held by them in dematerialized form and to the Company's RTA i.e. M/s Link Intime India Private Limited in case the shares are held by them in physical form, quoting their folio number.
20. The remote e-voting period commences on Monday, August 14, 2023 10.00 A.M. IST and ends on Wednesday, August 16, 2023 5.00 P.M. IST. The remote e-voting module shall be disabled for voting thereafter. During this period, the members of the Company as on the cut-off date, being Thursday, August 10, 2023, may cast their vote by electronic means in the manner and process set out here in under. Once the vote on a resolution(s) is cast by the member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
21. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case vote is cast by both the modes, then vote cast by remote e-voting prior to the meeting shall prevail. The Members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights during the meeting also.
22. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off Date i.e. Thursday, August 10, 2023.
23. The Board of Directors of the Company in compliance with the Companies (Management and Administration) Rules, 2014, has in its meeting held on May 23, 2023, appointed CS Manoj Maheshwari (Membership No.- F3355 and CP No.- 1971), Practicing Company Secretary as Scrutinizer and failing him, CS Priyanka Agarwal (Membership No.-F11138 and CP No.- 15021), Practicing Company Secretary as Alternate Scrutinizer for conducting the voting through remote e-voting process in a fair and transparent manner.
24. The Scrutinizer will submit the results to the Chairman of the Company or any person authorized by the Chairman, after completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), in the presence of at least two witnesses not in the employment of the Company and the results of the voting will be announced on or before Monday, August 21, 2023. The aforesaid result shall be intimated to the BSE Limited and National Stock Exchange of India Ltd., where the shares of the Company are listed and displayed along with Scrutinizer's Report on the Company's website at [www.bikaji.com](http://www.bikaji.com) and CDSL e-voting website i.e. [www.evotingindia.com](http://www.evotingindia.com) and shall be displayed at the Registered Office as well as Corporate Office of the Company.
25. Pursuant to the Regulation 47 of the Listing Regulations, the details pertaining to this Notice will be published in one English national daily newspaper and one Hindi (Vernacular) daily newspaper.
26. Members are requested to note that Dividends that are not claimed for a period of 7 (Seven) Years from the date of transfer to the Company's Unpaid Dividend Accounts shall be transferred to the Investor Education and Protection Fund (IEPF) established under section 125 of the Companies Act, 2013. Further the shares on which dividend remains unclaimed for seven consecutive years will also be transferred to IEPF suspense Account.
27. Pursuant to the Income-tax Act, 1961 and Finance Act, 2020, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source from such dividend at the prescribed rates.
28. Regulations 12 read with Schedule I of the Listing Regulations requires all Companies to use the facilities of Electronic Clearing Services for payment of dividend. In compliance with these regulations, payment of dividend will be made only by electronic mode directly into the bank account of Members and no dividend warrants or demand drafts will be issued without bank particulars. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the RTA in respect of shares held in physical form.
29. In terms of Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI had fixed March 31, 2021, as the cut-off date for the re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialized mode. The requests for effecting transfer/transmission/transposition of securities shall not be processed unless the securities are held in the dematerialized form. Transfers of equity shares in electronic form are affected through the depositories with no involvement of the Company. In view of the above and to avail the benefits of dematerialization (Demat), Member is requested to consider

dematerializing their physical shares. For this purpose, Members can contact the RTA of the Company for assistance in this regard.

30. Members who would like to express their views/ask questions during the meeting with respect to the agenda items of the meeting may register themselves as a speaker by sending their request, from their registered email address, mentioning their name, DP ID and Client ID number /folio number, and mobile number, to the Company's email address at [cs@bikaji.com](mailto:cs@bikaji.com) before 05:00 P.M. IST on Monday, August 14, 2023. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance from their registered email address, mentioning their name, DP ID and Client ID number /folio number, and mobile number, to reach the Company's email address at [cs@bikaji.com](mailto:cs@bikaji.com) before 05:00 P.M. IST on Monday, August 14, 2023. These queries will be replied to by the Company.
31. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting, depending upon the availability of time as appropriate for smooth conduct of the AGM.
32. Link Intime India Private Limited is acting as Registrar and Share Transfer Agent (RTA) for both physical and electronic form of shareholdings. All communications relating to shares should be addressed to:-  
**Link Intime India Private Limited**  
Address: C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),  
Mumbai - 400 083, Maharashtra, India  
E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Tel: +91 022 4918 6000
33. In case of any query and/or grievances in respect of e-voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33 or contact Mr. Rahul Joshi, Head-Legal and Company Secretary, at e-mail ID [cs@bikaji.com](mailto:cs@bikaji.com).

## **THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i) The voting period begins on **Monday, August 14, 2023 10:00 A.M. IST** and ends on **Wednesday, August 16, 2023 05:00 P.M. IST**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Thursday, August 10, 2023** 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.
- (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 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.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting 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 or joining virtual meeting and voting during the meeting. 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 and voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 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 and voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

Login method for e-Voting and joining virtual meetings 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](http://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](http://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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in 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"> <li>• 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.</li> </ul>

- (7) After entering these details appropriately, click on “SUBMIT” tab.
- (8) 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.

- (9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (11) 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.
- (12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (13) 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.
- (14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (16) 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.
- (17) 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](http://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](mailto: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](mailto: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.
- 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 Scrutinizer by e-mail to [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com) with a copy marked to the Company at the email address [cs@bikaji.com](mailto:cs@bikaji.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request up to 05:00 P.M. IST on Monday, August 14, 2023 mentioning their name, demat account number/folio number, email id, mobile number at [cs@bikaji.com](mailto:cs@bikaji.com).

The shareholders who do not wish to speak during the AGM but have queries may send their queries up to 05:00 P.M. IST on Monday, August 14, 2023 mentioning their name, demat account number/folio number, email id, mobile number at [cs@bikaji.com](mailto:cs@bikaji.com). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. **For Demat shareholders** – Please update your email id and mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 1800 22 55 33.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 [“THE ACT”] FORMING PART OF NOTICE

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

### Item No. 4

Mr. Deepak Agarwal (DIN: 00192890) was appointed as a Whole-Time Director of the Company for a period of 3 (Three) Years w.e.f. February 01, 2021 through resolution passed by the shareholders of the Company in their Annual General Meeting held on December 31, 2020. Further, he was re-designated as Managing Director w.e.f. September 01, 2021. He will be successfully completing his tenure as a Managing Director of the Company on January 31, 2024.

Considering his knowledge of various aspects relating to the Company’s affairs and long business experience, the Company is of the opinion that for smooth and efficient running of the business, the services of Mr. Deepak Agarwal should be available to the Company for a further period of 3 (Three) years with effect from February 01, 2024.

Deepak Agarwal has been associated with the Company since January 25, 2002. He has played pivotal role in leading the organization as Managing Director, managing day to day operations of the Company and supervision of all the operations of various plants of the Company including that of subsidiaries. He has spent over 20 years with the Company and led the growth of Company from one plant at Bikaner to a network of six plants at Bikaner, Mumbai and Kamrup. Furthermore, the Company has registered the turnover of approx. ₹ 1,94,438.79 Lakhs for the financial year ended on March 31, 2023 in comparison of turnover of ₹ 1,59,870.24 Lakhs during the financial year ended on March 31, 2022 on a standalone basis.

In light of the above, the Nomination and Remuneration Committee at its meeting held on May 23, 2023 reviewed the performance of Mr. Deepak Agarwal. After evaluating, Nomination and Remuneration Committee recommended re-appointment, for the approval of the Board of Directors.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 23, 2023 approved the re-appointment of Mr. Deepak Agarwal as the Managing Director of the Company subject to the approval of the Members of the Company.

To reward his talent, it is proposed to pay the remuneration as per details mentioned here in below table:-

1. Basic Salary	₹ 54,00,000/- per month	Increment as may decide by the Board of Director of the Company from time to time, subject to a ceiling on increment of up to 20% in a year (following April to March) over the existing monthly salary as on 1 <sup>st</sup> April every year.  The aforesaid monthly salary may be bifurcated by way of salary, allowances, performance pay and other heads as per the rules and regulations of the company for the time being in force and as determined by the Board.
2. Perquisites		He would be entitled to other perquisites as per the rules of the company as applicable. The perquisites and benefits are to be evaluated as per the Income tax rules, 1962 and in the absence of the same, applicable rules at the cost to the company.
3. Leave Encashment		Payable to the Managing Director as per the rules of the Company.
4. Gratuity		As per the policy of the Company.

Considering the incredible value addition made by Mr. Deepak Agarwal, Managing Director, the Company is of the view that the remuneration proposed to be paid by the Company is totally in line with the excellent performance made by the Company under his stewardship.

Mr. Deepak Agarwal is neither disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 (“the Act”) nor debarred from holding the office of Director pursuant to any SEBI Order.

Mr. Deepak Agarwal satisfies all the conditions set out in Part-I of Schedule V to the Act (including any amendments thereto) and also the conditions as set out under sub-section (3) of Section 196 of the Act for being eligible for re-appointment.

The Company has received following documents from Mr. Deepak Agarwal:

- (i) Consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and
- (ii) Intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules 2014, to the effect that he is not disqualified under Section 164(1) and 164(2) of the Act.

In accordance with the provisions of Sections 196, 197, Schedule V and other applicable provisions of the Act read with the rules made thereunder, Regulation 17(6) (e) and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), the proposed re-appointment and the terms of remuneration payable to Mr. Deepak Agarwal requires approval of members by passing Special Resolution.

Further, details pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is attached as Annexure- B.

The Board considers that his association as a Managing Director will be beneficial to and in the interest of the Company, as he has necessary expertise, knowledge and business acumen to drive the business and create value for its all stakeholders. The Board of Directors accordingly recommends the Special Resolution set out at Item No. 4 of the notice for the approval of the Members of the Company.

None of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, except Mr. Shiv Ratan Agarwal, Mr. Deepak Agarwal and Mrs. Shweta Agarwal and their relatives to the extent of their shareholding interest in the Company in the resolution set out at Item No. 4.

### Item No. 5

Mrs. Shweta Agarwal (DIN: 00619052) was appointed as a Whole-Time Director of the Company for a period of 3 (Three) Years w.e.f. February 01, 2021 via resolution passed by the shareholders of the Company in their Annual General Meeting held on December 31, 2020. She will be successfully completing her tenure as a Whole-Time Director of the Company on January 31, 2024.

Considering Mrs. Shweta Agarwal being market competitive, performance driven, long-term oriented, effective leadership on business performance, the Company is of the opinion that for smooth and efficient running of the business, the services of Mrs. Shweta Agarwal should be available to the Company for a further period of 3 (Three) years with effect from February 01, 2024.

Mrs. Shweta Agarwal has been associated with the Company since November 11, 2006. She has done some pioneering work in the areas of market development, brand management and Product Innovation. This includes the design of new processes in Marketing, Value Selling, and launch of new product.

In light of the above, the Nomination and Remuneration Committee at its meeting held on May 23, 2023 reviewed the re-appointment of Mrs. Shweta Agarwal and remuneration payable to her as the Whole-Time Director of the Company. After evaluating, Nomination and Remuneration Committee recommended re-appointment, for the approval of the Board of Directors.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 23, 2023 approved the re-appointment of Mrs. Shweta Agarwal as the Whole-Time Director of the Company subject to the approval of the Members of the Company.

Keeping in view to reward her talent, it is proposed to pay the remuneration as per details mentioned here in below table:-

1.	Basic Salary	₹ 18,00,000/- per month
		Increment as may be decide by the Board of Director of the Company from time to time, subject to a ceiling on increment of up to 20% in a year (following April to March) over the existing monthly salary as on 1 <sup>st</sup> April every year.
		The aforesaid monthly salary may be bifurcated by way of salary, allowances, performance pay and other heads as per the rules and regulations of the company for the time being in force and as determined by the Board.
2.	Perquisites	She would be entitled to other perquisites as per the rules of the company as applicable. The perquisites and benefits are to be evaluated as per the Income tax rules, 1962 and in the absence of the same, applicable rules at the cost to the company.
3.	Leave Encashment	Payable to the Whole-Time Director as per the rules of the Company.
4.	Gratuity	As per the policy of the Company.

She is neither disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("the Act") nor debarred from holding the office of Director pursuant to any SEBI Order.

Mrs. Shweta Agarwal satisfies all the conditions set out in Part-I of Schedule V to the Act (including any amendments thereto) and also the conditions as set out under sub-section (3) of Section 196 of the Act for being eligible for re-appointment.

The Company has received following documents from Mrs. Shweta Agarwal

- (i) Consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and
- (ii) Intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules 2014, to the effect that she is not disqualified under Section 164(1) and 164(2) of the Act.

In accordance with the provisions of Sections 196, 197, Schedule V and other applicable provisions of the Act read with the rules made thereunder, Regulation 17(6) (e) and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the proposed re-appointment and the terms of remuneration payable to Mrs. Shweta Agarwal requires approval of members by passing Special Resolution.

Further, details pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is attached as Annexure- C.

The Board considers that her association as a Whole-Time Director will be beneficial to and in the interest of the Company, as she is having over 16 years of necessary industry experience. The Board of Directors accordingly recommends the Special Resolution set out at Item No. 5 of the notice for the approval of the Members of the Company.

None of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, except Mr. Deepak Agarwal and Mrs. Shweta Agarwal and their relatives to the extent of their shareholding interest in the Company in the resolution set out at Item No. 5.

## **Item No. 6**

The Board of Directors in their meeting held on January 25, 2023 has adopted a new set of Articles of Association ("AOA") of the Company comprising of one part only i.e., Part I to give effect to resolution passed by Board of Directors and shareholders on December 08, 2021 and December 30, 2021, respectively. As per the Article of Association adopted on January 25, 2023, Part II automatically stand terminated and ceased to have any force and effect from the date of listing of equity shares of the Company pursuant to the Initial Public Offer and the provisions of Part I shall come to be in effect and be in force.

Considering the present scenario and for smooth functioning and expansion of the Company, it is necessary to amend/modify the existing AOA. In view of the same, the Board of Directors in their meeting held on May 23, 2023 adopted new set of the Articles of Association of the Company, subject to approval of the members of the Company.

There are following major changes in the Articles:

### **1. Clause 87 of the Existing Articles of Association - Rotation of Directors**

"All the Directors, excluding the Investor Director, shall retire at the first annual general meeting of the Company and thereafter at each annual general meeting of the company one third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one third shall retire from office. Subject to Section 152 of the Act, the Director to retire by rotation at every Annual General meeting shall be those who have been longest in office since their last appointment, but as between persons who become Directors on the same day those who retire shall in default of and subject to any agreement among themselves, be determined by lot."

In above-mentioned clause, the Investor Director of the Company is required to be liable to retire by rotation, for good Corporate Governance. After amending the articles, Members of the Company will be able to vote on such director re-appointments.

**2. Clause 108 of the Articles of Association – Seal**

In the Clause 108 of the Articles of Association it is mentioned that “The Board shall provide a common seal for the purpose of the company and shall have powers from time to time to destroy the same and substitute a new seal in lieu thereof and the Board shall provide for the safe custody of the seal for the time being and the seal shall never be used except by the authority of the Board or a Committee of the Board previously given and in the presence of a director of the Company or some other person appointed by the directors for the purpose.

The above-mentioned clause is required to be removed from the Articles of the Company for ease of doing business and the Companies Act, 2013 also made Common seal optional for the Companies. After amending the articles, the clause will be substituted and ceased to have any force and effect.

Apart from these, there are some more alteration in Articles of Association. A copy of the duly altered articles of association of the Company is available for inspection by the members of the Company during business hours on any working day and is also available on the website of the Company at [www.bikaji.com](http://www.bikaji.com)

Pursuant to the provisions of Section 14 of the Companies Act, any amendment of the articles of association of a company requires the approval of the members of the Company.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 6 of the notice for the approval of the Members of the Company.

None of the Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding interest in the Company, in the resolution set out at Item No. 6.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the item of business and to take decision thereon.

**For and on behalf of the Board of Directors  
For BIKAJI FOODS INTERNATIONAL LIMITED**

**Rahul Joshi**

Head – Legal and Company Secretary  
Membership No.: ACS 33135

Date: May 23, 2023

Place: New Delhi

**Brief details under regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India of Directors seeking re-appointment.**

**Annexure – A**

Name of Director	Mr. Shiv Ratan Agarwal
Age	72 Years
DIN	00192929
Qualification	He has not completed his formal education
Experience	He has over 30 years of experience in the food industry, including ethnic snacks and sweets
Date of First appointment on the Board	October 06, 1995 (since incorporation of the Company)
Terms and Conditions of Re-appointment	Not Applicable
Details of remuneration sought to be paid	₹ 45,00,000 per month
Details of Remuneration last drawn	Past remuneration in the capacity of Chairman and Whole-Time Director was ₹ 4,63,68,000 per annum.
Shareholding in the Company	Mr. Shiv Ratan Agarwal and Shiv Ratan Agarwal HUF holds 8,57,43,200 and 6,12,02,520 equity shares, which forms 34.36% and 24.53% of the total shareholding of the Company, respectively.
No. of Board Meetings attended during the year	Board Meetings held during the Financial Year 2022-23 is 7 (Seven) and out of this, he has attended 1 (One) meeting.
Directorships, Membership/ Chairmanship of Committees of other Company's Boards	<p><b>Directorship of other Company's Boards:</b></p> <ol style="list-style-type: none"> <li>1. Basant Vihar Hotels Private Limited</li> <li>2. Mastkin Foods Private Limited</li> <li>3. Beechhwal Eco-Friendly Foundation (Section 8 Company)</li> </ol>
A Brief Resume of the Director	He is Direct or in Bikaji Foods International Limited since its incorporation and currently serving as the Chairman and Whole-time Director of the Company. He has over 30 years of experience in the food industry, including ethnic snacks and sweets. He is currently serving as a Director on the Board of several companies, including Basant Vihar Hotels Private Limited and Mastkin Foods Private Limited.
Nature of expertise in specific functional areas	Business supervision, control of overall affairs of the business.
Disclosure of relationships between Directors/Key Managerial Personnel of the Company inter-se	<p><b>Relationship between Directors of the Company is as follows:</b></p> <ol style="list-style-type: none"> <li>1. Mr. Shiv Ratan Agarwal, who is father of Mr. Deepak Agarwal, the Promoter and Managing Director of the Company</li> <li>2. Mr. Shiv Ratan Agarwal, who is father-in-law of Mrs. Shweta Agarwal, the Whole-Time Director of the Company.</li> </ol>
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	<p><b>Directorship in Listed entities</b></p> <ol style="list-style-type: none"> <li>1. Bikaji Foods International Limited</li> </ol> <p><b>Membership of Committees of the Board of Listed Entities:</b></p> <p>None</p>
Name of listed Entities from which the Director has resigned in the last three (3) years	N.A.

**Annexure – B**

Name of Director	Mr. Deepak Agarwal
Age	42 Years
DIN	00192890
Qualification	He has completed a post graduate programme in management (family managed business) from S.P. Jain Institute of Management & Research, Mumbai.
Experience	He has over 20 years of experience in the food industry, including ethnic snacks and sweets.
Date of First appointment on the Board	January 25, 2002
Terms and Conditions of Re-appointment	Re-appointment as a Managing Director, liable to retire by rotation
Details of remuneration sought to be paid	As mentioned in the resolution and Explanatory Statement
Details of Remuneration last drawn	Past remuneration in the capacity of Managing Director was ₹ 4,63,68,000 per annum.
Shareholding in the Company	Deepak Agarwal and Deepak Agarwal HUF holds 3,89,05,880 and 17,460 equity shares, which forms 15.59% and 0.01% of the total shareholding of the Company, respectively.
No. of Board Meetings attended during the year	Board Meetings held during the Financial Year 2022-23 is 7 (Seven) and out of this, he has attended 5 (Five) meeting.
Directorships, Membership/ Chairmanship of Committees of other Company's Boards	<p><b>Directorship of other Company's Boards:</b></p> <ol style="list-style-type: none"> <li>1. Basant Vihar Hotels Private Limited</li> <li>2. Bikaji Mega Food Park Private Limited</li> <li>3. Hanuman Agrofood Private Limited</li> <li>4. Mastkin Foods Private Limited</li> <li>5. Petunt Food Processors Private Limited</li> <li>6. Vindhyawasini Sales Private Limited</li> <li>7. Bikaji Maa Vindhyawasini Sales Private Limited</li> </ol> <p><b>Membership/Chairmanship of Committees of the Board:</b></p> <p>None</p>
A Brief Resume of the Director	<p>He has completed a post graduate programme in management (family managed business) from S.P. Jain Institute of Management &amp; Research, Mumbai. He is Director in Bikaji Foods International Limited from January 25, 2002 and currently serving as the Managing Director of the Company.</p> <p>He has approximately 20 years of experience in the food industry, including ethnic snacks and sweets.</p> <p>He is currently serving as a Director on the Board of several companies, including Hanuman Agrofood Private Limited, Petunt Food Processors Private Limited, Basant Vihar Hotels Private Limited, Vindhyawasini Sales Private Limited, etc.</p>
Nature of expertise in specific functional areas	General Administration, Managing all day-to-day Operations, Strategic Management.
Disclosure of relationships between Directors/Key Managerial Personnel of the Company inter-se	<p><b>Relationship between Directors of the Company is as follows:</b></p> <ol style="list-style-type: none"> <li>1. Mr. Deepak Agarwal, is son of Mr. Shiv Ratan Agarwal, the Promoter and Chairman and Whole-Time Director of the Company</li> <li>2. Mr. Deepak Agarwal, is spouse of Mrs. Shweta Agarwal, the Whole-Time Director of the Company.</li> </ol>
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	<p><b>Directorship in Listed entities</b></p> <ol style="list-style-type: none"> <li>1. Bikaji Foods International Limited</li> </ol> <p><b>Membership of Committees of the Board of Listed Entities:</b></p> <p>Bikaji Foods International Limited</p> <ol style="list-style-type: none"> <li>1. Stakeholders Relationship Committee</li> <li>2. Risk Management Committee</li> <li>3. Corporate Social Responsibility</li> </ol>
Name of listed Entities from which the Director has resigned in the last three (3) years	N.A.

## Annexure – C

Name of Director	Mrs. Shweta Agarwal
Age	42 Years
DIN	00619052
Qualification	She holds a bachelor's degree in arts and a master's degree in arts (English) from Maharshi Dayanand Saraswati University, Ajmer.
Experience	She has over 16 years of experience in the food industry, including ethnic snacks and sweets.
Date of First appointment on the Board	November 20, 2006
Terms and Conditions of Re-appointment	Re-appointment as a Whole-Time Director, liable to retire by rotation
Details of remuneration sought to be paid	As mentioned in the resolution and Explanatory Statement
Details of Remuneration last drawn in FY 2022-23	Past remuneration in the capacity of Whole-Time Director was ₹ 1,49,04,000 per annum.
Shareholding in the Company	N.A.
No. of Board Meetings attended during the year	Board Meetings held during the Financial Year 2022-23 is 7 (Seven) and out of this, she has attended 4 (Four) meeting.
Directorships, Membership/ Chairmanship of Committees of other Company's Boards	<p><b>Directorship of other Company's Boards:</b></p> <ol style="list-style-type: none"> <li>1. Bikaji Mega Food Park Private Limited</li> <li>2. Hanuman Agrofood Private Limited</li> <li>3. Petunt Food Processors Private Limited</li> </ol> <p><b>Membership/Chairmanship of Committees of the Board:</b></p> <p>None</p>
A Brief Resume of the Director	<p>She holds a bachelor's degree in arts and a master's degree in arts (English) from Maharshi Dayanand Saraswati University, Ajmer. She is Director in Bikaji Foods International Limited from November 20, 2006 and currently serving as the Whole-Time Director of the Company.</p> <p>She has approximately 16 years of experience in the food industry, including ethnic snacks and sweets.</p> <p>She is currently serving as a Director on the Board of several companies, including Bikaji Mega Food Park Private Limited, Hanuman Agrofood Private Limited and Petunt Food Processors Private Limited.</p>
Nature of expertise in specific functional areas	Expertise in market development, brand management and product innovation
Disclosure of relationships between Directors/Key Managerial Personnel of the Company inter-se	<p><b>Relationship between Directors of the Company is as follows:</b></p> <ol style="list-style-type: none"> <li>1. Mrs. Shweta Agarwal, who is spouse of Mr. Deepak Agarwal, the Promoter and Managing Director of the Company</li> <li>2. Mrs. Shweta Agarwal, who is daughter-in-law of Mr. Shiv Ratan Agarwal, the Promoter and Chairman and Whole-Time Director of the Company</li> </ol>
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	<p><b>Directorship in Listed entities</b></p> <ol style="list-style-type: none"> <li>1. Bikaji Foods International Limited</li> </ol> <p><b>Membership of Committees of the Board of Listed Entities:</b></p> <p>None</p>
Name of listed Entities from which the Director has resigned in the last three (3) years	N.A.