



BIKAJI FOODS INTERNATIONAL LTD.

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

T: +91-151-2250350 | F: +91-151-2251814 | E: cs@bikaji.com | W: www.bikaji.com

CIN: L15499RJ1995PLC010856 | GST No.: 08AAICS1030P1Z5

Ref: BFIL/SEC/2023-24/143

Date: January 19, 2024

To

Dept of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400 001 (Maharashtra)
Scrip Code: 543653

The Listing Department
National Stock of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai 400 051 (Maharashtra)
Trading Symbol: BIKAJI

Subject: Outcome of Postal Ballot dated November 06, 2023 and disclosure of voting results pursuant to the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended along with the Scrutinizer's Report.

Dear Sir / Madam,

This is with reference to our earlier communication Ref. No.: BFIL/SEC/2023-24/133 dated December 19, 2023 pertaining to the Postal Ballot Notice seeking approval of Members of the Company through remote e-voting on following Special Business:

Sr. No.	Description of Resolutions
1.	Appointment of Mr. Sunil Sethi (DIN: 08259108) as a Non-Executive, Independent Director of the Company
2.	Authorization to the Board of Directors of the Company to advance loans, provide guarantees or provide security to all the person specified under Section 185 of the Companies Act, 2013

The Company had provided e-voting facility to its Members through National Securities Depository Limited ("NSDL"). The remote e-voting period commenced from Wednesday, December 20, 2023 at 10:00 A.M. (IST) and ended on Thursday, January 18, 2024 at 5:00 P.M. (IST) (both days inclusive).

In this regard, please note that Mr. Manoj Maheshwari (Membership No.-F3355 and CP No.- 1971), partner of M/s V. M. & Associates, Company Secretaries, was appointed as the Scrutinizer for the aforesaid process of Postal Ballot and he has submitted his report to Mr. Rahul Joshi, Head – Legal and Company Secretary, as authorised by the Chairman. In accordance with the said report, all the aforesaid resolutions as mentioned in the Notice of Postal Ballot have been passed by the Members with requisite majority. The aforesaid resolutions are deemed to have been passed on the last date specified for remote e-voting i.e., Thursday, January 18, 2024.

Further, in compliance with the provisions of the Companies Act, 2013 ("Act") and SEBI Listing Regulations, please find enclosed herewith the following disclosures:

- Voting Results in the format as specified under Regulation 44 of the SEBI Listing Regulations - **Annexure I**
- Consolidated Report of the Scrutinizer dated January 19, 2024 pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - **Annexure II**



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The results of the Meeting along with Scrutinizer's Report will also be hosted on the website of the Company at www.bikaji.com, website of the Registrar and Share Transfer Agent of the Company i.e. M/s Link Intime India Private Limited ("LIPL") at <https://www.linkintime.co.in> and website of the NSDL at www.evoting.nsdl.com

You are kindly requested to take the above information on record.

Thanking you

**Yours faithfully,
For Bikaji Foods International Limited**

**Rahul Joshi
Head - Legal and Company Secretary
Membership No.: ACS 33135**

Enclosure: As above



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Annexure-I

BIKAJI FOODS INTERNATIONAL LIMITED VOTING RESULTS

Company Name	Bikaji Foods International Limited
Record Date	December 15, 2023
Total Number of shareholders on record Date	89,824
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable

Number of Resolutions passed through Postal Ballot: 2(Two)



Resolution required: (Ordinary/ Special)	Special
Resolution details:	To approve appointment of Mr. Sunil Sethi (DIN: 08259108) as a Non-Executive, Independent Director of the Company
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	188036900	188016400	99.9891	188016400	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		188016400	99.9891	188016400	0	100.0000	0.0000
Public Institutions	E-Voting	51778020	40451806	78.1254	40425809	25997	99.9357	0.0643
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		40451806	78.1254	40425809	25997	99.9357	0.0643
Public Non Institutions	E-Voting	10305080	232357	2.2548	231593	764	99.6712	0.3288
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		232357	2.2548	231593	764	99.6712	0.3288
Total		250120000	228700563	91.4363	228673802	26761	99.9883	0.0117

Percentage of Votes cast in favour: 99.9883 % | Percentage of votes cast against: 0.0117 %

RESULT: -

Resultantly, the Resolution was passed by Shareholders with requisite majority.



Resolution required: (Ordinary/ Special)	Special
Resolution details:	To approve authorization to the Board of Directors of the Company to advance loans, provide guarantees or provide security to all the person specified under Section 185 of the Companies Act, 2013
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	188036900	188016400	99.9891	188016400	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		188016400	99.9891	188016400	0	100.0000	0.0000
Public Institutions	E-Voting	51778020	40451803	78.1254	4956074	35495729	12.2518	87.7482
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		40451803	78.1254	4956074	35495729	12.2518	87.7482
Public Non Institutions	E-Voting	10305080	232220	2.2535	230359	1861	99.1986	0.8014
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		232220	2.2535	230359	1861	99.1986	0.8014
Total		250120000	228700423	91.4363	193202833	35497590	84.4786	15.5214

Percentage of Votes cast in favour: 84.4786 % | Percentage of votes cast against: 15.5214 %

RESULT: -

Resultantly, the Resolution was passed by Shareholders with requisite majority.



Scrutinizer's Report

To,
The Chairman
Bikaji Foods International Limited
F 196 -199, F 178 & E 188, Bichhwal Ind. Area
Bikaner, Rajasthan, India -334006

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot by way of Electronic Voting ("e-voting").

The Board of Directors of **Bikaji Foods International Limited** (hereinafter referred to as "**the Company**") at its Meeting held on Monday, November 06, 2023 has appointed me as the scrutinizer for scrutinizing the Postal Ballot by way of e-voting pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, No. 03/2022 dated May 05, 2022, No. 11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 respectively ("MCA Circulars"), relating to postal ballot including voting by electronic means for the resolutions contained in the Notice of Postal Ballot dated November 06, 2023.

My responsibility as a Scrutinizer is restricted to making a Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolutions stated in the notice of Postal Ballot, based on the reports generated/data downloaded from the e-voting system provided by National Securities Depository Limited, the Agency Authorized under the Rules and engaged by the Company to provide e-voting facility.

Report on Scrutiny:

- The Company had appointed National Securities Depository Limited (hereinafter referred to as "**NSDL**" / "**Service Provider**") as the service provider, for the purpose of extending the facility of remote e-voting for postal ballot to the shareholders of the Company. M/s Link Intime India Private Limited is the Registrar and Share Transfer Agent (hereinafter referred to as "**RTA**") of the Company.



- The Service Provider had provided a system for recording the votes of the Shareholders electronically on the business items as stated in the Postal Ballot Notice dated November 06, 2023.
- The Service Provider had set up an e-voting facility on their website <https://www.evoting.nsdl.com>. The Company had uploaded the business items to be transacted through Postal Ballot on the website of the Service Provider to facilitate their Shareholders to cast their vote through Remote E-voting.
- The internal cut-off date for the dispatch of the Notice of Postal Ballot was Friday, December 15, 2023 and as on that date, there were 89,824 (Eighty Nine Thousand Eight Hundred and Twenty Four) Shareholders of the Company.
- The Company informed that in compliance with the MCA Circulars and on the basis of the Register of Members and the list of Beneficial Owners made available by the RTA of the Company and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Service Provider completed the dispatch of Notice of Postal Ballot along with e-voting details on Tuesday, December 19, 2023 by E-mail to 86,381 (Eighty Six Thousand Three Hundred and Eighty One) shareholders who had already registered their E-mail IDs with the Company/ Depositories.
- The notices sent contained the detailed procedure to be followed by the Shareholders who were desirous of casting their votes electronically as provided in Rule 20 of The Companies (Management and Administration) Rules, 2014 (as amended).
- As stated in Rule 22 of The Companies (Management and Administration) Rules, 2014 (as amended), an advertisement was published by the Company on Wednesday, December 20, 2023, in "Financial Express", English newspaper in English language and in "Nafa Nuksan" Vernacular language newspaper in vernacular language, informing about the completion of the dispatch of the Postal Ballot Notice, by means of E-mail to the shareholders along with other related matters mentioned therein.
- The Cut-off date for the purpose of identifying Shareholders who will be entitled to vote on the resolution contained in the Postal Ballot Notice was Friday, December 15, 2023.
- The remote e-voting period commenced from Wednesday, December 20, 2023 at 10:00 A.M. IST and concluded on Thursday, January 18, 2024 at 05:00 P.M IST.
- At the end of the voting period on Thursday, January 18, 2024 at 05:00 P.M., the voting portal of the Service Provider was blocked forthwith.
- After completion of e-voting, the votes cast by the Shareholders were unblocked and downloaded from the e-voting website of Service Provider <https://www.evoting.nsdl.com> in the presence of two witnesses, who are not in the employment of the Company as prescribed in Sub Rule 4(xii) of the said Rule 20. The e-voting data/ results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
- Based on the data downloaded from NSDL e-voting system, the total votes cast in favour and/or against on the resolutions proposed in the Notice of Postal Ballot are as under:

**Item No. 1: Special Resolution:****Appointment of Mr. Sunil Sethi (DIN: 08259108) as a Non-Executive, Independent Director of the Company:**

Total No. of Shareholders/folios	89,824		
Total No. of Shares	25,01,20,000		
e-voting Period	From 10:00 A.M. on December 20, 2023 till 05:00 P.M. on January 18, 2024.		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	554	22,87,00,563
Total Votes cast through Postal Ballot forms received	B	N.A.	N.A.
Grand Total of remote e-voting/Postal Ballot Forms (A+B)	C	554	22,87,00,563
Less: Invalid remote e-voting/Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated/ abstained)	D	--	--
Net remote e-voting/Postal Ballot Forms (C-D)	E	554	22,87,00,563

SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	18,80,36,900	18,80,16,400	99.9891%	18,80,16,400	0	100.0000%	0.0000%
Public-Institutional Holders	5,17,78,020	4,04,51,806	78.1254%	4,04,25,809	25,997	99.9357%	0.0643%
Public- others	1,03,05,080	2,32,357	2.2548%	2,31,593	764	99.6712%	0.3288%
Total	25,01,20,000	22,87,00,563	91.4363%	22,86,73,802	26,761	99.9883%	0.0117%

Percentage of votes cast in favour: 99.9883% | Percentage of votes cast against: 0.0117%**RESULT:-**

Since, the number of votes cast in favour of the resolution is **99.9883%**; Based on the aforesaid result, I report that the **Special Resolution** as set out at **item no. 1** in the notice of postal ballot dated November 06, 2023 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the last date of remote e-voting i.e. January 18, 2024.

Manoj Maheshwari
Digitally signed by Manoj Maheshwari
Date: 2024.01.19 12:15:48 +05'30'

**Item No. 2: Special Resolution:****Authorization to the Board of Directors of the Company to advance loans, provide guarantees or security to all the person specified under Section 185 of the Companies Act, 2013:**

Total No. of Shareholders/folios	89,824		
Total No. of Shares	25,01,20,000		
e-voting Period	From 10:00 A.M. on December 20, 2023 till 05:00 P.M. on January 18, 2024.		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	557	22,87,00,423
Total Votes cast through Postal Ballot forms received	B	N.A.	N.A.
Grand Total of remote e-voting/Postal Ballot Forms (A+B)	C	557	22,87,00,423
Less: Invalid remote e-voting/Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated/ abstained/ less voted)	D	--	--
Net remote e-voting/Postal Ballot Forms (C-D)	E	557	22,87,00,423

NOTE:

There are six (6) folios who have exercised their votes partially in favour and against on the resolution. The total number of folios who voted on the resolution are 551, however, as 6 folios have voted both "for" and "against" the resolution, hence, the total number of Votes/Folios have been increased accordingly in the above table.

SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	18,80,36,900	18,80,16,400	99.9891%	18,80,16,400	0	100.0000%	0.0000%
Public-Institutional Holders	5,17,78,020	4,04,51,803	78.1254%	49,56,074	3,54,95,729	12.2518%	87.7482%
Public- others	1,03,05,080	2,32,220	2.2535%	2,30,359	1,861	99.1986%	0.8014%
Total	25,01,20,000	22,87,00,423	91.4363%	19,32,02,833	3,54,97,590	84.4786%	15.5214%

Percentage of votes cast in favour: 84.4786% | Percentage of votes cast against: 15.5214%**RESULT:-**

Since, the number of votes cast in favour of the resolution is **84.4786%**; Based on the aforesaid result, I report that the **Special Resolution** as set out at **item no. 2** in the notice of postal ballot dated November 06, 2023 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the last date of remote e-voting i.e. January 18, 2024.



V. M. & ASSOCIATES

COMPANY SECRETARIES

**403, ROYAL WORLD
SANSAR CHANDRA ROAD
JAIPUR—302 001 (RAJASTHAN)**

**Phone: 0141 - 4075010
E-mail: cs.vmanda@gmail.com**

A soft copy, containing a list of Equity Shareholders who voted “FOR” or “AGAINST” and those whose votes were declared invalid/abstained/voted for lesser shares, for the resolution is being handed over to the Company Secretary.

The electronic data and all other relevant records relating to the e-voting are in my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes/Report on Postal Ballot.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Yours Faithfully

Manoj
Maheshwari
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Digitally signed by
Manoj Maheshwari
Date: 2024.01.19
12:16:45 +05'30'

CS Manoj Maheshwari

Scrutinizer

M. No.: FCS 3355 | C.P. No. 1971

Partner

V. M. & Associates

Company Secretaries

(ICSI Unique Code P1984RJ039200)

Place: Jaipur

Date: January 19, 2024

UDIN: F003355E003256990

**Countersigned By:
For Bikaji Foods International Limited**

**Rahul Joshi
Head-Legal and Company Secretary
M. No.: ACS 33135
(as authorized by Chairperson of the Company)**