



## **BIKAJI FOODS INTERNATIONAL LIMITED**

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](mailto:cs@bikaji.com) | W: [www.bikaji.com](http://www.bikaji.com)

CIN: L15499RJ1995PLC010856 | GST No.: 08AAICS1030P1Z5

### **POSTAL BALLOT NOTICE**

**[Pursuant to the 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]**

Dear Member(s),

**Notice** is hereby given that pursuant to provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('**Act**') and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('**Rules**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/ 2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India ('**MCA Circulars**'), Securities and Exchange Board of India Circulars SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 ('**SEBI Circulars**'), Secretarial Standard on General Meetings ('**SS-2**') issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out in this Notice are proposed to be passed by the Members of Bikaji Foods International Limited ('**the Company**') through postal ballot ('**Postal Ballot**') by voting through electronic means only ('**remote e-voting**').

The proposed resolution along with the Explanatory Statement pursuant to Section 102(1), 110 of the Act and other applicable provisions, if any, of the Act read with rules framed thereunder, setting out the material facts and reasons thereof are annexed to this Notice.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent ('**RTA**')/Depository Participant(s). The communication of assent or dissent of the Members would take place only through the remote e-voting system and the physical Postal Ballot Notice (along with postal ballot forms) and pre-paid business envelope through post will not be sent to the Members for this Postal Ballot. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

For voting through electronic means as per the facilities arranged by the Company, Members are requested to read the instructions in the Notes under the section '**Instructions and other information relating to remote e-voting**' of this Postal Ballot Notice.

For the aforesaid mentioned purpose, the Company is offering facility of e-voting to all its members to enable them to cast their votes electronically. The Company has engaged National Securities Depository Limited ('**NSDL**'), an agency authorized by the Ministry of Corporate Affairs, to provide remote electronic voting facility to its members.



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CIN: L15499RJ1995PLC010856 | GST No.: 08AAICS1030P1Z5

The Board of Directors of the Company in compliance with Rule 22(5) of the Companies (Management and Administration) Rules, 2014, has in its meeting held on November 06, 2023, appointed Mr. Manoj Maheshwari (Membership No.-F3355 and CP No.- 1971) and failing him, Ms. Priyanka Agarwal (Membership No.-F11138 and CP No.- 15021), partners of M/s V. M. & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot through remote e-voting process in a fair and transparent manner.

The e-voting period commences on **Wednesday, December 20, 2023 (10.00 A.M. IST)** and ends on **Thursday, January 18, 2024 (5.00 P.M. IST)**.

After completion of scrutiny of the total votes casted, the Scrutinizer will submit his report to the Chairman of the Company or any authorised person of the Company. The results of the Postal Ballot will be announced on or before **Friday, January 19, 2024**. The said results along with the Scrutinizer's Report shall be placed on the Company's website at [www.bikaji.com](http://www.bikaji.com) and the website of the RTA of the company being M/s Link Intime India Private Limited ('LIIPL') at [www.linkintime.co.in](http://www.linkintime.co.in) and NSDL e-voting website i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company shall also intimate the results to BSE Limited and National Stock Exchange of India Ltd., where the shares of the Company are listed.

The proposed resolution, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e., **Thursday, January 18, 2024**.

### **SPECIAL BUSINESS:**

#### **1. APPOINTMENT OF MR. SUNIL SETHI (DIN: 08259108) AS A NON-EXECUTIVE, INDEPENDENT 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 the Section 149, 150, 152, schedule IV and other applicable provisions of the Companies Act, 2013, ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), relevant circulars issued by BSE Limited and National Stock Exchange of India Ltd, subject to such approval, permission, consent, sanction, as may be required, under any other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the relevant provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Sunil Sethi (DIN: 08259108), who was appointed by the Board of Directors as an Additional (Non-Executive Independent) Director with effect from November 06, 2023, being eligible for appointment, who has consented to act as an Independent Director and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of director, who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations be and is hereby appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 consecutive years on the board of the Company effective from November 06, 2023."

**"RESOLVED FURTHER THAT** Mr. Sunil Sethi (DIN: 08259108) shall be entitle to receive sitting fees for attending meetings of the Board or committees thereof as well as commission within the overall limits prescribed under the Act, i.e., upto



1% of the net profits of the company during any financial year, in aggregate payable to all the Non-executive Directors as computed in the manner provided in Section 198 and other applicable provisions of the Act, as approved by Board from time to time”

**“RESOLVED FURTHER THAT** the Board of Directors or any other person authorized by the Board, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**2. 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:**

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

**“RESOLVED THAT** pursuant to provisions of Section 185 (2) and all other applicable provisions, if any, of the Companies Act, 2013 read with Section 186 of Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (here in after referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance loan including any loan represented by a book debt and / or give any guarantee(s), and / or provide any security(ies) in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by any entity which is a subsidiary or associate or joint venture of the company or any other body corporate(s), in which any of the director of the company is interested, up to an aggregate sum of Rs. 500 Crores (Rupees Five Hundred Crores Only) (including the loans already advanced, guarantee and / or security already provided), in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans, advances, securities and/or corporate guarantee, as the case may be, are utilized by the borrowing company for its principal business activities only”.

**“RESOLVED FURTHER THAT** the Board of Directors or any other person authorized by the Board, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By order of the Board of Directors  
For **BIKAJI FOODS INTERNATIONAL LIMITED**

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

Date: November 06, 2023

Place: Plot No. E-558-561, C-569-572, E-573-577, F-585-592,

Karni Extension, RIICO Industrial Area,

Bikaner, Rajasthan India-334004



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## Notes:

1. The Explanatory Statement pursuant to Section 102, 110 of the Companies Act, 2013 (“the Act”) together with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Secretarial Standards – 2 on “General Meetings”, setting out material facts relating to the resolution in this Notice is annexed hereto and the same is to be considered as part of this Notice.
2. In compliance with MCA circulars, the Company will send Postal Ballot Notice only by email to all its Members who have registered their email addresses with the Depository Participants (DPs)/ M/s Link Intime India Private Limited (Company’s Registrar and Share Transfer Agents or RTA) (LIPL) and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on **Friday, December 15, 2023, i.e. the “Cut-off Date”**. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only. The Notice of Postal Ballot will also be placed on the website of the Company i.e., <https://www.bikaji.com> and the website of LIPL i.e. [www.linkintime.co.in](http://www.linkintime.co.in) and NSDL e-voting website i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) for download 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 ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Ltd. ([www.nseindia.com](http://www.nseindia.com)).
3. In order to facilitate the Members to receive this Notice electronically and cast their vote electronically, the Company has made arrangement with its RTA i.e., LIPL, for registration of email addresses in terms of the General Circular No. 17/2020 issued by Ministry of Corporate Affairs dated April 13, 2020 (“Circular”). Members who intend to get their email id’s registered with the Company are requested to send their request to the Company at [cs@bikaji.com](mailto:cs@bikaji.com) or to their respective Depository Participants (DPs)/ or with the Company’s RTA at [evoting@linkintime.co.in](mailto:evoting@linkintime.co.in).
4. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the ‘Listing Regulations’) as amended from time to time, the Company has provided remote e-voting facility to all the members of the Company. The Company has appointed National Securities Depository Limited (hereinafter referred to as “NSDL”) for providing remote e-voting facility to its members. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
5. The e-voting period commences on **Wednesday, December 20, 2023 (10.00 A.M. IST)** and ends on **Thursday, January 18, 2024 (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 **Friday, December 15, 2023**, may cast their vote by electronic means in the manner and process set out hereinunder. Once the vote on a resolution is cast by the member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.



6. The voting rights of members shall be in proportion to their share of the paid-up equity share capital as on the Cut-off Date.
7. The Scrutinizer will submit the results to the Chairman of the Company or any authorised person of the Company after completion of the scrutiny of the e-voting, and the results of the voting by Postal Ballot will be announced on or before **Friday, January 19, 2024**. The aforesaid result shall be intimated to the Stock Exchanges where the shares of the Company are listed and displayed along with Scrutinizer's Report on the Company's website: <http://www.bikaji.com> and on the website of NSDL and shall be displayed at the Registered Office as well as Corporate Office of the Company.
8. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., **Thursday, January 18, 2024**.
9. Resolution passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
10. Pursuant to the Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details pertaining to this Postal Ballot will be published in one English national daily newspaper and one Hindi (Vernacular) daily newspaper.
11. All documents referred to in this Postal Ballot Notice will be open/available for inspection through electronic mode by the Members of the Company during working hours on all working days except Saturdays and Sundays upto and including the last day for remote e-voting i.e., **Thursday, January 18, 2024**. Any member seeking to inspect can send an e-mail to the Company at [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.
12. In case of any query and/ or grievance in respect of remote e-voting, Members may refer to the Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or e-mail at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on 1800 1020 990 and 1800 22 44 30 toll free no. of NSDL for any further clarifications or Ms. Pallavi Mhatre, Senior Manager (Contact No.- 022-24994545), National Securities Depository Limited, Trade World, A Wing, 4<sup>th</sup> Floor, Kamala Mills compound, Lower Parel, Mumbai- 400013 or contact Mr. Rahul Joshi, Head-Legal and Company Secretary, at e-mail ID [cs@bikaji.com](mailto:cs@bikaji.com).
13. **Procedure for registering the e-mail addresses for obtaining the Notice of Postal ballot and remote e-Voting instructions by the Members whose e-mail addresses are not registered with the DPs or with LIPL**



Email Registration: The members are requested to register their e-mail addresses with the Company's Registrars and Transfer Agents / Depository Participant(s) to obtain faster, accurate and complete communications from the Company;

Those persons who are Members of the Company as on Cut-off date i.e. **Friday, December 15, 2023** and who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below:

**i. For Temporary Registration for Demat Members:**

The Members of the Company holding equity shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with LIPL by clicking the link in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to LIPL at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). On submission of the Members details an OTP will be received by the Member which needs to be entered in the link for verification.

**ii. For Permanent Registration for Demat Members:**

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective DP by following the procedure prescribed by the DP.

**14. THE INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING ARE AS UNDER:**

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual Members holding securities in demat mode**

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' 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









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	<p><b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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 users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>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 evoting 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. Additionally, there is also links</p>



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	<p>provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**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 Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	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 022 - 4886 7000 and 022 - 2499 7000
Individual Members holding securities in demat mode with CDSL	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 toll free no. 1800 22 55 33



**B) Login Method for Members other than Individual Members holding securities in demat mode and shareholders holding securities in physical mode****How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL)	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

**c) How to retrieve your 'initial password'?**

i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.****How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.



4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for Members**

1. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. 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 [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional Members (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:**

1. In case shares are held in physical mode please provide 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 [cs@bikaji.com](mailto:cs@bikaji.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@bikaji.com](mailto:cs@bikaji.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer



to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**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. 1**

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee in its meeting held on November 06, 2023, considered and approved the appointment of Mr. Sunil Sethi (DIN: 08259108) as Additional director designated as Non-Executive, Independent Director for a term of 5 (five) consecutive years with effect from November 06, 2023, and further recommended the same to the Shareholders for their approval.

In the opinion of the Board, Mr. Sunil Sethi (DIN: 08259108) is the person having integrity, possesses relevant expertise/experience and fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director. The Board is of the view that his association as a Non-Executive, Independent 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 and good corporate governance in the Company.

Further, he is independent of the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at [www.bikaji.com](http://www.bikaji.com).

Mr. Sunil Sethi is neither disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 nor debarred from holding the office of Director pursuant to any SEBI Order any other regulatory authorities.

As Independent Director, he is entitled to receive sitting fees for the Board or committees thereof as well as commission within the overall limits prescribed under the Act, i.e., upto 1% of the net profits of the company during any financial year, in aggregate payable to all the Non-executive Directors as computed in the manner provided in Section 198 and other applicable provisions of the Act, as approved by Board from time to time

The Company has received from Mr. Sunil Sethi following documents:

- a) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- b) Intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with Section 164 of the Companies Act, 2013.



- c) A Declaration of Independence confirming that (i) He meets the criteria of Independence as provided under Section 149(6) of the Act read with rule 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time and Regulation 16(1)(b) & 25 of the SEBI Listing Regulations, (ii) He is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority, (iv) He is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact the ability to discharge his duty with an objective of independent judgment and without any external influence, and; (v) He had registered himself in data bank for Independent Director as required under Rule 6(1) & 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2019 (as amended).

The copies of the related documents will be open for inspection by the members through electronic mode on all working days, during business hours up to the last date of remote e-voting.

In terms of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Mr. Sunil Sethi for the office of Director.

Details pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is attached as **Annexure- A**.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 1 of the accompanying notice for the approval of the Members of the Company.

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 agenda item and to take decision thereon.

None of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, except Mr. Sunil Sethi and his relatives to the extent of their shareholding interest in the Company in the resolution set out at Item No. 1.

## ITEM NO. 2

As per the provisions of Section 185 of the Companies Act, 2013, a Company may advance any loan, including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Directors of the Company is interested, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution.

The management is of the view that the Company may be required to invest surplus funds, if available, for the purpose of strategic alliance or render support for the business requirements of subsidiary or associate or joint venture of the company or to any other body corporate(s) in which any of the Director of the Company is interested, as and when required.





## **BIKAJI FOODS INTERNATIONAL LIMITED**

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](mailto:cs@bikaji.com) | W: [www.bikaji.com](http://www.bikaji.com)

CIN: L15499RJ1995PLC010856 | GST No.: 08AAICS1030P1Z5

Hence, as an abundant caution, the Board of directors of the Company in their meeting held on November 06, 2023, decided to seek approval of the shareholders pursuant to the provisions of Section 185 of the Act to provide financial assistance by way of loan or give guarantee or provide security in respect of loans taken by such any person, only for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 2 of the accompanying notice for the approval of the Members of the Company.

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 agenda item and to take decision thereon.

None of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their directorship and shareholding interest in the Company, if any and/ or such bodies corporate to whom loans, guarantee and security being advanced/ given/ provided by the Company in the resolution set out at Item No. 2.

By order of the Board of Directors  
For **BIKAJI FOODS INTERNATIONAL LIMITED**

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

Date: November 06, 2023  
Place: Plot No. E-558-561, C-569-572, E-573-577, F-585-592,  
Karni Extension, RIICO Industrial Area,  
Bikaner, Rajasthan India-334004



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### Annexure -A

**Brief details of Mr. Sunil Sethi seeking appointment 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**

<b>Name of Director</b>	Mr. Sunil Sethi
<b>Age</b>	59
<b>DIN</b>	08259108
<b>Qualification</b>	Master of Management Studies (Major in Marketing), University of Bombay and Post Graduate Diploma in Marketing, Institute of Marketing and Management, New Delhi
<b>Experience</b>	In the area of sales, marketing and general management experience with demonstrated success in defining strategic priorities, building brands & people, driving execution effectiveness and efficiencies across the value chain, and delivering revenue and market share growths.
<b>Date of First appointment on the Board</b>	November 06, 2023
<b>Terms and Conditions of appointment</b>	Non -Executive and Independent Director, not liable to retire by rotation
<b>Details of remuneration sought to be paid and the remuneration last drawn by such person</b>	As detailed in explanatory statement.
<b>Shareholding in the Company including beneficial ownership, if any</b>	NIL
<b>No. of Board Meetings attended during the year</b>	Board Meetings held during the Financial Year 2023-24 is 3 (three) and out of this, he was not eligible to attend any of the meeting.
<b>Directorships, Membership/ Chairmanship of Committees of other Company's Boards</b>	<ul style="list-style-type: none"><li>• <b>Directorship:</b> Modenik Lifestyle Private Limited</li><li>• <b>Membership of Committees of the Board</b> NIL</li></ul>
<b>A Brief Resume of the Director</b>	<p>Mr. Sunil Sethi, is a corporate connoisseur with over three decades of multi-category experience in the FMCG &amp; Alcoholic beverages industry.</p> <p>With expertise in sales, marketing, strategy, and general management across international markets, Mr. Sethi has held key roles in blue-chip Indian &amp; multinational organizations, including</p>



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	<p>Wipro Consumer, Cadbury India (now Mondelez), Diageo, Colgate Palmolive, Kelloggs &amp; Fonterra.</p> <p>Mr. Sethi sits on the Boards of Modenik Lifestyle Private Limited as Whole-time Director.</p> <p>Having worked across the Asia Pacific, Sub-Sahara Africa, and some Central Eastern Europe markets, he deeply understands consumer, customer, trade &amp; cultural nuances. He brings in proven expertise in leading start-ups &amp; growing mature businesses.</p> <p>A Commerce graduate from Delhi University and a master's degree holder in Management Studies from Mumbai University, Sunil is also a certified Executive Coach. He currently serves as an Advisor to the New Zealand Trade &amp; Enterprise (NZTE) Beachhead Network and External Advisor with Bain Consulting. In the past, he has been the Chairman of government Relations on the Board of the Indian CEO Forum in Sri Lanka, a member of the Board of Governors of AMCHAM (American Chambers), and the Chairman of the AMCHAM FMCG Committee, Malaysia, for 4 years.</p>
<b>Nature of expertise in specific functional areas</b>	Expertise in sales, marketing, strategy, and general management across national and international markets.
<b>Disclosure of relationships between Directors/Key Managerial Personnel of the Company inter-se</b>	Not Applicable
<b>Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years</b>	NIL
<b>Name of listed Entities from which the Director has resigned in the last three (3) years</b>	NIL