

MBFSL/CS/2024-25

26th November, 2024

To, Department of Corporate Relations, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	To, National Stock Exchange of India Ltd, Exchange Plaza, C- 1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai– 400051
Scrip Code : 543253	Scrip Symbol : BECTORFOOD

SUBJECT: POSTAL BALLOT FOR APPOINTMENT OF INDEPENDENT DIRECTOR

Dear Sir/Ma'am,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed herewith the Postal Ballot Notice dated November 25, 2024, seeking approval of Members of the Company by way of Special Resolution on the following resolution through Postal Ballot Process:-

1.	Appointment of Mr. Dinesh Kumar Sindwani (DIN: 02317742) as Non-Executive Independent Director of the Company for a period of five years
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The Postal Ballot Notice shall be sent only through electronic mode to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email ID is registered with the Company/ Depositories, as on Friday, November 22, 2024 (Cut-off Date). The Company has engaged the services of Link Intime India Private Limited as the agency for providing remote e-voting facility. The detailed procedure for remote e-voting is provided in the Notes to the Notice of the Postal Ballot.

Further, the shareholders who have not registered their email address and in consequence could not receive the Postal Ballot Notice may get their email registered by writing to the Company/ RTA/ Depository Participant (DP).

The e-voting facility will be available during the following period:-

Commencement of Voting	09.00 Hours (IST) on Thursday, November 28, 2024
End of Voting	17.00 Hours (IST) on Friday, December 27, 2024

The e-voting module will be disabled by the Service provider i.e. Link Intime India Private Limited after 17.00 Hours (IST) on Friday, December 27, 2024. The result of the Postal Ballot shall be declared on or before 28th December, 2024. The Members can vote on resolution through remote e-voting facility only. Assent or dissent of the Members on the resolution mentioned in the Notice would be taken through remote e- voting system only.

Mrs. Bectors Food Specialities Ltd.

Corporate Office: 1st Floor, Emaar Digital Greens Tower -A, Golf Course Extension Road, Sector 61, Gurugram, Haryana- 122002 (India) P: (+91-124) 4096 300

Regd. Office: Theing Road, Phillaur - 144410, Punjab, India P: (+91-1826) 225418, 222826, 2223138 F: (+91-1826) 222915

CIN: L74899PB1995PLC033417, E: atul.sud@bectorfoods.com

The Calendar of Events for the proposed postal ballot process is as follows:-

S.No.	Particulars	Date
a)	Date on which consent is given by the Scrutinizer	25.11.2024
b)	Date of Board Resolution authorizing the Director(s) and the Company Secretary to be responsible for the entire Postal Ballot process.	25.11.2024
c)	Date of appointment of the Scrutinizer.	25.11.2024
d)	Specified Date for determining members to whom Postal Ballot Notice will be sent	22.11.2024
e)	Date of completion of dispatch of Notice	26.11.2024
f)	Date of publishing Advertisement in Newspaper	27.11.2024
g)	Date of Commencement of Voting by Electronic Mode / Postal Ballot Forms	28.11.2024
h)	Last date for receiving postal ballot forms by the Scrutinizer / Last date of e-voting	27.12.2024
i)	Date on which Resolutions will be deemed to be passed.	27.12.2024
j)	Date of submission of the Report by the Scrutinizer latest by	28.12.2024
k)	Date of declaration of the result by the Chairman latest by	28.12.2024
l)	Last date of signing of Minutes by the Chairman	26.01.2025

The Postal Ballot notice will also be available on the website of the Company www.bectorfoods.com

Please take the above information on record.

Thanking You,

Yours faithfully,

For **Mrs. Bectors Food Specialities Limited**

Atul Sud
Company Secretary and Compliance Officer
M.No. F10412

Mrs. Bectors Food Specialities Ltd.

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Mrs. Bectors Food Specialities Limited
CIN: L74899PB1995PLC033417
Regd. Office: Theing Road, Phillaur-144410, Punjab, India.
Tel.: +91-1826-225418 Fax: +91-1826-222915
E-mail: atul.sud@bectorfoods.com Website: www.bectorfoods.com

NOTICE OF POSTAL BALLOT

Dear Shareholder

Notice is hereby given to the Members of Mrs. Bectors Food Specialities Limited ('the Company'), pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) vide General Circular No. 09/2024 dated September 19, 2024 (referred to as 'MCA Circular'), approval of members is being sought to transact the special business as set out hereunder by passing Special Resolution by way of postal ballot only by voting through electronic means (**remote e-voting**).

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot.

The Board of Directors of the Company, at their meeting held on November 25, 2024, appointed Mr. Bhupesh Gupta of M/s. B.K. Gupta & Associates, Practicing Company Secretaries, Ludhiana as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. If e-mail id address is not registered with the company/depositories, please follow the instructions provided in Notes to receive this Postal Ballot Notice.

Shareholders are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this postal ballot notice ("**Postal Ballot Notice**") to cast their vote electronically. The remote e-voting commences from 09.00 Hours IST on Thursday, November 28, 2024 and ends at 17.00 hours IST on Friday, December 27, 2024.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the votes cast through remote e-voting. The results shall be declared on or before Saturday, December 28, 2024 and shall be communicated to BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**")



(together the “Stock Exchanges”), National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (together the “Depositories”), Link Intime India Private Limited (“LINKINTIME” “Registrar and Share Transfer Agent”) and will also be displayed on the Company's website www.bectorfoods.com.

SPECIAL BUSINESS

Resolution No. 1 - Appointment of Mr. Dinesh Kumar Sindwani (DIN: 02317742) as Non-Executive Independent Director of the Company for a period of five years.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013), including any re-enactment and modification thereof and provisions contained in the Articles of Association of the Company, read with the rules made thereunder, Regulation 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions, as may be required Mr. Dinesh Kumar Sindwani (DIN: 02317742) who was appointed as an Additional Director (Non-executive and Independent) by the Board of Directors of the Company w.e.f. 25th November 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations, and who is eligible for appointment and has consented to act as Non-Executive Independent Director of the Company 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 a Director of the Company be and is hereby appointed as Director (Non-Executive and Independent Director) of the Company for a term of 5 (five) consecutive years from the date of his appointment i.e., 25.11.2024 and his office shall not be liable to retire by rotation.”

RESOLVED FURTHER THAT Mr. Dinesh Kumar Sindwani (DIN: 02317742) shall be entitled to receive sitting fees for attending meetings of the Board of Directors as well as receive consultation fees for giving consultancy to the Company as may be determined by the Board from time to time."

“**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby authorized to do all the acts, deeds and things which may be necessary to give effect to this resolution."

**By Order of the Board
For Mrs. Bectors Food Specialities Limited**

sd/-
Atul Sud
Company Secretary
M. No. F10412

Date: November 25, 2024
Place: Phillaur



Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal set out in resolution no. 1 is annexed herewith.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, November 22, 2024.
3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.bectorfoods.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>.
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in dematerialized form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited at Noble Heights, 1ST Floor, Plot NH 2 C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi - 110058, Email: delhi@linkintime.co.in, Phone: 011-41410592-94, Fax: 011-41410591.
5. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, November 22, 2024 will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, November 22, 2024. A person who is not a shareholder on the relevant date should treat this notice for information purpose only. Please note that there will be one vote for every Client ID / folio number irrespective of the number of joint holders.
8. In compliance with Sections 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by LinkIntime. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. Remote e-voting will commence at 9.00 a.m. on Thursday, November 28, 2024 and will end at 5.00 p.m. on Friday, December 27, 2024, the remote e-voting will not be allowed beyond the aforesaid date and time, and



the e-voting module shall be disabled upon expiry of the aforesaid period.

10. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting” in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST Friday, December 27, 2024 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
11. The board has appointed Mr. Bhupesh Gupta of M/s. B.K. Gupta & Associates, Ludhiana, Practicing Company Secretaries as the scrutinizer (“Scrutinizer”) for conducting the postal ballot /e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before Saturday, December 28, 2024 and will also be displayed on the website of the Company (www.bectorfoods.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Friday, December 27, 2024 i.e., the last date specified for receipt of votes through the e-voting process.
13. All the material documents referred to in the explanatory statement will be available for inspection electronically until the lastdate for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to atul.sud@bectorfoods.com.
14. Members can also contact Mr. Atul Sud, Company Secretary and Compliance Officer of the Company to resolve any grievance with regard to voting by Postal Ballot. Address:- Theing Road, Phillaur-144410, Punjab, India, Email id: atul.sud@bectorfoods.com , Phone number +91-1826-225418

General information and instructions relating to e-voting

- i. A person whose name is recorded in the register of members or in register of beneficial owners maintained by the Depositories as on the cut-off date, i.e., Friday, November 22, 2024 only shall be entitled to avail the facility of e-voting.
- ii. The e-voting facility will be available during the following period:
 - a) Commencement of e-voting: 09.00 Hours (IST) on Thursday, November 28, 2024
 - b) End of e-voting: 17.00 Hours (IST) on Friday, December 27, 2024

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by LinkIntime upon expiry of the aforesaid period.

Remote e-Voting Instructions for shareholders:

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



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

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL
 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the 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.



3. Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.



3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

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

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned



above. The password should contain minimum 8 characters, at least one special character (@!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

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

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



Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013

Resolution No.1 - Appointment of Mr. Dinesh Kumar Sindwani (DIN: 02317742) as Non-Executive Independent Director of the Company for a period of five years.

Mr. Dinesh Kumar Sindwani (DIN: 02317742) is proposed to be appointed as an Independent Director of the Company, in accordance with applicable laws, including the Companies Act, 2013 and the provisions of Regulation 17 and 25 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) each as amended. In this connection, the Board is of the opinion that Mr. Dinesh Kumar Sindwani (DIN: 02317742) fulfils the criteria of independence, as set out in the Companies Act, 2013, related rules framed thereunder and the SEBI Listing Regulations and that Mr. Dinesh Kumar Sindwani (DIN: 02317742) is independent of the management of the Company.

Mr. Dinesh K. Sindwani is a seasoned professional with over four decades of experience in corporate and strategic business unit head positions. A Commerce Graduate from Punjab University and a Chartered Accountant from the 1984 batch, he initially served as Senior Manager of Finance at Hero Cycles for approximately six years. In 1990, he joined the Vardhman Group as Financial Controller.

At the relatively young age of 29, he was elevated to Chief Executive of the Steel Business within the Group. Under his leadership, the Steel Business undertook a modernization project that established it as one of the most advanced Alloy Steel Plants, supplying globally recognized automotive companies such as Toyota, Honda, Yamaha, General Motors, Ford, Nissan, Renault, and Caterpillar.

Mr. Sindwani fostered a strong culture of creativity, innovation, and teamwork, enabling the Steel Business to achieve product quality and service levels on par with the best in the world, coupled with impressive financial performance. During his tenure as Head of Steel Business, he played an active role in national Alloy Steel Policy issues, serving as Secretary of the Steel Furnace Association of India (SFAI) in the North Zone and as Director of the Alloy Steel Producers Association of India (ASPA).

Before his superannuation on 1st August 24, Mr. Sindwani's final role with the Vardhman Group was as Director of Corporate Services, overseeing Information Technology, Administration, Environment, Health and Safety (EHS), and Corporate Social Responsibility (CSR) initiatives.

He has travelled extensively for business development, joint venture exploration, technology selection, and management training.

Areas of Expertise: Business Improvement Initiatives, Profitability Enhancement, Product Market Strategy, Supply Chain Management, Digital Transformation, and Operational Troubleshooting.

He is also a director on the Board of Aarti Steels Limited and SBG Mercantile Private Limited.

He does not hold any share in the Company and is not related to any other director on the Board of the Company.

Considering, the rich experience and sound academic credentials of Mr. Dinesh K. Sindwani, the Nomination and Remuneration Committee and the Board of Directors has recommended his appointment as an Independent Director for a term of five years subject to such Directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations, and shall not be liable to retire



by rotation.

The draft letter of appointment of Mr. Dinesh K. Sindwani setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to atul.sud@bectorfoods.com.

Except Mr. Dinesh K. Sindwani, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 1.

The Board of Directors recommends the resolution at Item No. 1 for approval of the Members by way of a Special Resolution.

Additional information in respect of Mr. Dinesh K. Sindwani, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure-A to this Notice.

**By Order of the Board
For Mrs. Bectors Food Specialities Limited**

sd/-
Atul Sud
Company Secretary
M.No. F10412

Date: November 25, 2024
Place: Phillaur



Annexure-A

Details of Directors seeking appointment through postal ballot by remote e-voting process

Name of the Director	Mr. Dinesh Kumar Sindwani
DIN	02317742
Age	63 Years
Original date of Appointment as Independent Director	Mr. Dinesh Kumar Sindwani , on the recommendation of the Nomination and Remuneration Committee has been appointed by the Board of Directors on 25.11.2024 as an Additional Director (Non-executive and Independent) of the Company.
Qualification(s)	B.Com, FCA
Brief Resume	Mr. Dinesh K. Sindwani is a seasoned professional with over four decades of experience in corporate and strategic business unit head positions. He initially served as Senior Manager of Finance at Hero Cycles for approximately six years. In 1990, he joined the Vardhman Group. Before his superannuation on 1st August 24, Mr. Sindwani's final role with the Vardhman Group was as Director of Corporate Services, overseeing Information Technology, Administration, Environment, Health and Safety (EHS), and Corporate Social Responsibility (CSR) initiatives.
Nature of Expertise in specific functional area	Business Improvement Initiatives, Profitability Enhancement, Product Market Strategy, Supply Chain Management, Digital Transformation, and Operational Troubleshooting
Terms and conditions of appointment or reappointment	Appointment as Independent Director of the company for a period of 5 consecutive years with effect from November 25, 2024 till November 24, 2029, and that he shall not be liable to retire by rotation (refer Item no. 1 of this Notice read with the explanatory statement thereto)
Directorship held in other listed Companies -	Nil
Membership of Committees of the Board of other listed companies*	None
Listed companies from which he has resigned in the past three years	None
Number of equity shares held in the Company as on date*	Nil
Disclosure of relationships between directors inter-se	None
Remuneration Last Drawn from the Company (This does not include Director sitting fees)	Nil
Remuneration proposed to be paid	Director Sitting Fees and Consultancy fee as per resolution set out in the notice
No of meetings of the Board attended during the year 2024-2025	N.A.
Chairmanships/ Membership of the Committees of other public limited companies as on November 25, 2024	
a. Audit Committee	Nil



b. Shareholders Grievance Committee	Nil
c. Board Governance and Nomination Committee	Nil
d. CSR Committee	Nil
e. Other Committee(s)	Nil
Skills and capabilities required for the role and the manner in which such requirements are met	Mr. Dinesh Kumar Sindwani meets the financial, operations and governance skills based on his varied rich and diverse exposure during his career.

* As per disclosure received from the Director. The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013.