

BAMBINO AGRO INDUSTRIES LIMITED



5th September 2023

To,
BSE LIMITED,
1st Floor, New Trading Wing, Rotunda Building,
P.J. Towers, Dalal Street Fort, Mumbai - 400001.

BSE Scrip Code: 519295

Sub: Notice of 40th Annual General Meeting ('AGM') of the Company

Ref: Regulation 30 read with Para A, Part A of Schedule III of the SEBI (LODR) Regulations, 2015.

Please find enclosed herewith the Notice of the 40th AGM of Bambino Agro Industries Limited ('the Company') scheduled to be held on Friday, 29th September 2023, at 9:30 a.m. (IST) via Video Conference/other Audio-Visual Means.

The said Notice forms part of the 40th Annual Report of the Company for the Financial Year 2022-23. The Notice & Annual Report 2023 is also available on the website of the Company at www.bambinoagro.com.

This is for your information.

Thanking you.

For **BAMBINO AGRO INDUSTRIES LIMITED**

(Ruchita Vij)
COMPANY SECRETARY & COMPLIANCE OFFICER
FCS: 9210

Encl: as above

WE BRING HEALTH, TASTE AND CONVENIENCE TO LIFE

Regd. Office: 4E, Surya Towers, Sardar Patel Road, Secunderabad - 500 003, Telangana, India. Ph: +91-40-44363322
E-mail: ho.hr@bambinoagro.com CIN: L15440TG1983PLC004363 www.bambinoagro.com



1. NOTICE

Notice is hereby given that the 40th Annual General Meeting (AGM) of the Members of BAMBINO AGRO INDUSTRIES LIMITED (the Company) will be held on the Friday, 29th September 2023 at 9.30 a.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business.

Ordinary Business:-

1. To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended 31st March 2023, along with the Directors' Report and Auditor's Report thereon.
2. To declare dividend on the equity shares for the financial year ended 31st March, 2023.
3. To appoint a Director in place of Mr. Prabhnoor Singh Grewal (DIN 09217422) who retires from office by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.

Special Business:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: -

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 196(3) & 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules 2014, Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, consent of the members be and is hereby accorded to appoint Mr. Kothapalli Srinivasa Rao (DIN No. 10198629) as "Executive Director" designated as "Director- Sales Administration" of the Company for a period of three years, with effect from 12th June 2023 and the term shall be subject to retirement by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment(s), modification(s), or re-enactment (s) thereof for the time being in force), and other applicable regulations of SEBI (LODR) Regulations, 2015, if any, Articles of Association of the Company and subject to such approvals as may be necessary, Mr. Kothapalli Srinivasa Rao (DIN No. 10198629), "Executive Director" designated as "Director- Sales Administration" of the Company, be paid a remuneration of ₹ 2,80,000/- per month w.e.f. 12th June 2023 as an Executive Director in absence of profits or no profits in any year and the same shall be paid as minimum remuneration.

RESOLVED FURTHER THAT Mr. Kothapalli Srinivasa Rao (DIN No. 10198629), be and is here by appointed as an Executive Director liable to retirement by rotation who shall continue to hold his office and the appointment as such shall not be deemed to constitute a break in his office of Director-Sales Administration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 179, 184, 188 of the Companies Act, 2013 (the "ACT") and Rules made thereunder (including any statutory modifications and re enactments made thereof from time to time) read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company's policy for

Bambino Agro Industries Limited

Consideration and Approval of Related Party Transactions, and subject to such approvals, consents, sanctions and permissions as may be required from time to time and based on the approval and recommendation of the Audit Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to the following related party transactions w.e.f 1st October, 2023 for a period of 5 years in Ordinary Course of business at arm's length basis:-

SR. No.	PARTICULARS	₹ in Crores
A	<p>Sale, purchase, supply of materials or goods directly or through appointment of agents with:-</p> <ol style="list-style-type: none"> 1. Ghanta Foods Pvt Ltd. 2. Seshsayi Foods Pvt. Ltd. 3. Bambino Pasta Food Industries Pvt. Ltd. (formerly known as MLR Industries Pvt. Ltd) 	400 p.a.
B	<p>Leasing of property of any kind with:-</p> <ol style="list-style-type: none"> 1. Ghanta Foods Pvt Ltd. 2. Seshsayi Foods Pvt. Ltd. 3. Bambino Pasta Food Industries Pvt. Ltd. (formerly known as MLR Industries Pvt. Ltd.) 4. Diptanshu Food Industries Pvt. Ltd. 5. KRS Finance Pvt. Ltd. and 6. Revathi Tobacco Company Pvt. Ltd. 	50 p.a.
C	<p>Availing or rendering of services with:-</p> <ol style="list-style-type: none"> 1. Marshal Transport Company. 2. Madhava Roller Flour Mills 3. M K Rao Family Trust 4. Seshsayi Foods Pvt. Ltd. and 5. Bambino Pasta Food Industries Pvt. Ltd. (formerly known as MLR Industries Pvt Ltd). 	50 p.a.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to perform and execute all such acts, deeds and things as may be necessary including delegating such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

6. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions under Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") including any statutory amendments, modifications or re-enactment thereof, and other applicable



Annual Report 2022-23

regulations of SEBI (LODR) Regulations, 2015, if any, Articles of Association of the Company and subject to such approvals as may be necessary and required in this regard, the consent of the members be and is hereby accorded for the payment of ₹ 7,00,000/- per month to Ms. Shirisha Raghuvver Myadam, Chairperson and Managing Director of the Company for a period of 2 (two) years w.e.f. 17th January, 2024 of her present tenure, on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement forming part of this resolution.

RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the aforesaid remuneration as set out in the explanatory statement forming part of this resolution be paid as minimum remuneration to Ms. Shirisha Raghuvver Myadam, Chairperson and Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

Registered Office:

4E, Surya Towers, S.P. Road,
Secunderabad - 500 003,
Telangana
CIN No. L15440TG1983PLC004363
Ph: 040-44363322
Email: cs@bambinoagro.com
Date: 28th August 2023

**By Order of the Board of Directors
For Bambino Agro Industries Limited**

Ruchita Vij
Company Secretary & Legal
FCS 9210

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its Circular dated 13th January 2021 and 5th May 2020 read with Circulars dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021 and 14th December 2021 (collectively referred to as "MCA Circulars") and SEBI circular numbers. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (Collectively referred as "SEBI Circulars") has permitted holding of the Annual General Meeting ("AGM") through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue. Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, 40th AGM of the Company being conducted through Video Conferencing (VC) herein after called as "e-AGM".

E-AGM: Company has appointed KFin Technologies Limited (KFinTech), Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting.

2. Pursuant to the provisions of the circulars on the VC/OVAM (e-AGM):
 - a. Members can attend the meeting with the login credentials provided to them to join the Video conference. Physical attendance of the Members at the Meeting venue is not required.
 - b. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and vote at the general meeting on behalf of a member who is not able to attend personally. Since, the AGM will be conducted through VC/OAVM, it is not required to appoint proxies. Hence, "Proxy Form and Attendance Slip, and Route Map" are not annexed with this Notice.
4. The Members can join the e-AGM 15 minutes before and after the scheduled time of the Meeting by following the procedure mentioned in the Notice. The attendance of the Members attending the e-AGM will be noted for confirming the quorum under Section 103 of the Companies Act, 2013.
5. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is provided in the Notice.
6. In terms of the provisions of Section 152(6) of the Companies Act, 2013 and the rules made there under, Mr. Prabhnoor Singh Grewal (DIN: 09217422), Director-Sales & Marketing liable to retire by rotation at the Meeting and offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.

The above proposed retirement by rotation shall not alter any terms and conditions with regard to remuneration, tenure of appointment and such other terms and conditions relating to his appointment as an Executive Director of the Company.
7. Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Section 160 of the Companies Act, 2013 and Secretarial Standards on General Meetings (SS-2), details in respect to Directors seeking appointment/re-appointment at the 40th AGM of the Company are provided in the Annexure of this Notice.
8. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI Listing Regulations, SS-2 (Secretarial Standard on General Meeting) issued by the Institute of Company Secretaries of India (ICSI) and the provisions of the MCA Circulars and SEBI Circular, and any amendments thereto, the Company is providing a remote e-Voting facility to its Members in respect to the business to be transacted



Annual Report 2022-23

at the AGM. The Company is also providing facility for members to cast their vote after participating in the meeting. For this purpose, the Company has engaged the services of its Registrar and Share Transfer Agent (RTA) viz. KFin Technologies Limited (CIN: L72400TG2017PLC117649), ("KFinTech") Selenium Building, Tower B, Plot No. 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad 500032, Telangana, India and has made necessary arrangements with RTA to facilitate E-voting. In terms of the MCA & SEBI Circulars, voting can be done only via Remote E-voting/ E-voting. Members are advised to follow the E-voting procedure, as provided in the Notice.

9. (a) The Company has notified closure of Register of Members and Share Transfer Books from 23rd September 2023 to 29th September 2023 (both days inclusive) for determining the names of member(s) eligible for dividend on Equity Shares, if declared at the Meeting.
- (b) The dividend on equity shares, if approved at the Meeting, shall be credited to the respective bank account of the members of the Company on or before 28th October 2023.

Dividend warrants / Demand Drafts will be dispatched to the registered address of the share holders who have not updated their bank account details.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

11. As per MCA Circulars and SEBI Circular, the notice for the AGM along with the Annual Report 2022-2023 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2022-2023 will also be available on the Company's website www.bambinoagro.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of KFin Technologies Limited at <https://evoting.kfintech.com/>
12. For receiving all communication (including 40th Annual Report for FY 2022-2023) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered/updated their email addresses with the Company are requested to update their email addresses by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited at einward.ris@kfintech.com with details of the Folio No. and self attested copy of PAN card.
 - b) Members holding shares in dematerialised mode are requested to register/update their email addresses with their Depository Participants.

13. PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:

1. The Company will provide VC / OAVM facility to its Members for participating at the AGM.
 - a) Members will be able to attend the AGM through VC/OAVM or view the live webcast at <https://emeetings.kfintech.com> by using their e-voting login credentials.

Members are requested to follow the procedure given below:

 - i. Launch internet browser (chrome/firefox/safari/explorer) by typing the URL: <https://emeetings.kfintech.com>
 - ii. Enter the login credentials (i.e. User ID and password)
 - iii. After logging in, click on "Video Conference" option
 - iv. Then click on camera icon appearing against AGM event of Bambino Agro Industries Limited to attend the Meeting.
 - b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.

- c) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be opened from 26th September 2023 to 27th September 2023. Only those members who have registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth flow of the AGM.
 - d) Members will be allowed to attend the AGM through VC/OAVM on first come, first serve basis. Large shareholders (i.e. shareholders holding 2% or more share holding). Promoters, Institutional Investors, Directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the 40th AGM without any restriction on account of first-come-first-serve principle.
 - e) Members may join the 40th AGM through VC/OAVM Facility by following the procedure as mentioned below. Members can join the meeting from 9 a.m. (IST) i.e. 30 minutes before the scheduled time and shall be kept open throughout the proceedings of the AGM.
 - f) Members who need any assistance before or during the AGM, can contact KFinTech at emeetings@kfintech.com or call on toll free numbers 1800-345-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.
2. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
 3. Members of the Company under the category of "Institutional Investors" are encouraged to attend the AGM and vote.

14. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual DEMAT account holders, by way of single login credential, through their DEMAT accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual DEMAT account holders will be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. Further, the facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.
- v. The Company has engaged the services of KFinTech as the agency to provide electronic voting facility.
- vi. The remote e-Voting period commences from Tuesday, 26th September 2023 (9:00 a.m. IST) ends on Thursday, 28th September 2023 (5.00 p.m. IST).



- vii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- viii. The Board of Directors of the Company has appointed Mr. Chandrakanth Gorak, Practicing Company Secretary (FCS No: 9628), as Scrutinizer to scrutinise the electronic voting and Insta Poll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose and Scrutinizer's decision on the validity of the E-voting will be final.
- ix. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFinTech for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.
- x. In case of Individual Shareholders holding securities in DEMAT mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in DEMAT mode."
- xi. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
- Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in DEMAT mode.
- Step 2 : Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in DEMAT mode.
- Step 3 : Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of members	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1. User already registered for IDeAS facility:<ol style="list-style-type: none">I. Visit URL: https://eservices.nsdl.comII. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.2. User not registered for IDeAS e-Services<ol style="list-style-type: none">I. To register click on link : https://eservices.nsdl.comII. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of members	Login Method
	<ul style="list-style-type: none"> III. Proceed with completing the required fields. IV. Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL <ul style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ul style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ul style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ul style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<ul style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Votingoption, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name ore-Voting service provider –KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication



Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective website.

Help desk for Individual Shareholders holding securities in DEMAT mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Bambino Agro Industries Limited- AGM' and click on "Submit"
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email id chandranthcgorak@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link:<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

- III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.
- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
 - ii. Facility for joining AGM though VC/OAVM shall open thirty minutes before the commencement of the Meeting.
 - iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox22.



Annual Report 2022-23

- iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number/folio number, email id. Questions/queries received by the Company till 26th September 2023 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC/OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.

OTHER INSTRUCTIONS

- I. Speaker Registration: Members who wish to speak during the meeting may register themselves. They can visit <https://emeetings.kfintech.com> and login with user id and password provided in the email sent to them by Kfintech. After logging in, select 'Speaker Registration' which will be opened from 26th September 2023 to 27th September 2023. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will open from 26th September 2023 to 27th September 2023.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Ms. C. Shobha Anand, at evoting@kfintech.com or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, 22nd September 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD (space) E-Voting Event Number +Folio No. or DP ID Client ID to 9212993399

1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- VI. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairperson. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: www.bambinoagro.com and on the website of KFinTech at :<https://evoting.kfintech.com>. The result will simultaneously be communicated to the stock exchange, where the shares of the Company are listed.

Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e. 29th September 2023.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@bambinoagro.com. Members seeking any information with regard to the accounts/finance or any matter to be placed at the AGM are requested to write to the Company on or before 22nd September 2023 through email on cs@bambinoagro.com. The same will be replied by the Company suitably.

DIVIDEND RELATED INFORMATION:

16. The Board of Directors recommended a final dividend on equity shares at the rate of (16 %) i.e. ₹1.60/- per Equity Share of face value of ₹10/- each for the Financial Year ended on 31st March 2023, subject to approval of the Members at the AGM, the dividend will be paid on or before 28th October 2023 to the Members whose names appear on the Company's Register of Members as on the Record Date and in respect of the shares held in dematerialized mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.



Annual Report 2022-23

17. The Company has notified closure of Register of Members and Share Transfer Books from 23rd September 2023 to 29th September 2023 (both days inclusive) for determining the names of member(s) eligible for dividend on Equity Shares, if declared at the Meeting.
18. As per relevant Circulars, payment of dividend shall be made through electronic mode to the members who have updated their bank account details. Dividend warrants/demand drafts will be dispatched to the registered address of the members who have not updated their bank account details, after normalization of the postal services. To avoid delay in receiving dividend, members are requested to update their bank account details with their Depository Participants in case securities are held in DEMAT mode and members holding securities in physical form should send a request for updating their bank details to the Company's Registrar & Share Transfer Agents.
19. Payment of Dividend shall be subject to deduction of tax at source (TDS) at applicable rates as notified by the Government of India.
20. Members are requested to notify immediately any change of address and other relevant correspondence including NECS/ECS/NEFT/RTGS details and submission of Permanent Account Number (PAN):
 - i. to their Depository Participants (DPs) in respect of their electronic share accounts; and
 - ii. to the Company at its registered office or the Registrar & Transfer Agent, M/s KFin Technologies Limited (Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032) in respect of their physical shares, if any, quoting their folio number, Banker's name and account number to ensure prompt and safe receipt of dividend warrants.
21. Manner of registering mandate for receiving Dividend:
 - a) with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialised mode by submitting the requisite documents, and
 - b) with the Company/KFinTech by clicking on <https://ris.kfintech.com/form15> or by emailing at cs@bambinoagro.com or einward.ris@kfintech.com. if shares are held in physical mode, by submitting scanned copy of the (i) signed request letter which shall contain member's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details), (ii) self-attested copy of the PAN card and (iii) cancelled cheque leaf. In case shares are held in dematerialized mode, details in a form prescribed by your Depository Participant may also be required to be furnished.
22. Pursuant to the amendments introduced by the Finance Act, 2020 the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its members w.e.f. 1st April 2020. No tax will be deducted on payment of dividend to the resident individual members if the total dividend paid does not exceed ₹5,000/-, The withholding tax rate would vary depending on the residential status of the member and documents registered with the Company as follows:

A. RESIDENT MEMBERS:

A.1 Tax Deductible at Source for Resident Members

SR. No.	Particulars	Withholding tax rate	Documents required (if any)
1	Valid PAN updated in the Company's Register of Members	10%	No document required (if no exemption is sought)
2	No PAN/Valid PAN not updated in the Company's Register of Members	20%	No document required (if no exemption is sought)
3	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s. 197 of the Income Tax Act, 1961	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority

A.2 No Tax Deductible at Source on dividend payment to resident members if the Members submit and register the following documents as mentioned below table with the Company/Kfintech.

SR. No.	Particulars	Withholding tax rate	Documents required (if any)
1	Submission of form 15G/15H	Nil	Declaration in Form No. 15G (applicable to any person other than a company or a firm)
2	Members to whom section 194 of the Income Tax, 1961 does not apply such as LIC, GIC, etc.	Nil	Documentary evidence that the said provisions are not applicable
3	Member covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, corporations established by Central Act & mutual funds	Nil	Documentary evidence for coverage u/s 196 of Income Tax Act, 1961
4	Category I and II Alternative Investment Fund	Nil	SEBI registration certificate to claim benefit under section 197A (1F) of Income Tax Act, 1961
5	<ul style="list-style-type: none"> ● Recognised provident funds ● Approved superannuation fund ● Approved gratuity fund 	Nil	Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT)
6	National Pension Scheme	Nil	No TDS as per section 197A (1E) of Income Tax Act, 1961



B. NON-RESIDENT MEMBERS:

SR. No.	Particulars	Withholding tax rate	Documents required (if any)
1	Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	No document required (if no exemption is sought)
2	Other Non-resident members	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	To avail beneficial rate of tax treaty following tax documents would be required: i. Tax Residency certificate issued by revenue authority of country of residence of member for the year in which dividend is received ii. PAN iii. Form 10F filled & duly signed iv. Self-declaration for non-existence of permanent establishment/ fixed base in India (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident member and review to the satisfaction of the Company)
3	Indian Branch of a Foreign Bank	Nil	Lower tax deduction certificate u/s 195(3) obtained from Income Tax Authority Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank
4	Availability of Lower / Nil tax deduction certificate issued by Income Tax Department u/s197 of Income Tax Act, 1961	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority

Notes:

- i. The Company will issue soft copy of the TDS certificate to its members through email registered with the Company/KFintech post payment of the dividend. Members will be able to download the TDS certificate from the Income Tax Department's website <https://incometaxindiaefiling.gov.in> (refer to Form 26AS).
- ii. The aforesaid documents such as Form 15G/15H, documents under section 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be uploaded on the link <https://ris.kfintech.com/form15> on or before 14th September 2023 to enable the Company to determine the appropriate TDS/withholding tax rate applicable. Any communication on the tax determination/deduction received post 14th September 2023 shall not be considered.
- iii. Application of TDS rate is subject to necessary verification by the Company of the member details as available in Register of Members as on the Record Date and other documents available with the Company/ RTA.
- iv. In case TDS is deducted at a higher rate, an option is still available with the member to file the return of income and claim an appropriate refund.
- v. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member(s), such Member(s) will be responsible to indemnify the Company and also provide the Company with all information/documents and co-operation in any appellate proceedings.
- vi. This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.

IEPF RELATED INFORMATION

23. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules as amended from time to time, the Company has uploaded the details of unclaimed/unpaid amounts lying with the Company as on 29th December 2022 (date of last Annual General Meeting) on the website of the Company (www.bambinoagro.com) and also on the website of the Ministry of Corporate Affairs, the information in respect of such unclaimed/unpaid dividend and the last date for claiming the same are given below:

SR. No.	Financial Year	Dividend Declaration Date	Dividend Transfer Due Date
1	2015-2016	16th July 2016	20th September 2023
2	2016-2017	29th March 2018	5th May 2025
3	2017-2018	27th September 2018	3rd November 2025
4	2018-2019	30th September 2019	6th December 2026
5	2019-2020	30th December 2020	4th February 2028
6	2020-2021	29th December 2021	3rd February 2029
7	2021-2022	29th December 2022	3rd February 2030



Annual Report 2022-23

Pursuant to Section 124(5) of the Companies Act, 2013 [Section 205C(2) of the Companies Act, 1956] read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time the unclaimed/unpaid dividend amount of ₹ 451,129 (Rupees Four Lacs Fifty One Thousand One Hundred and Twenty Nine only) for the year 2014-15 was transferred to the Investor Education and Protection Fund during the financial year 2022-23.

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all shares on which dividend has not been claimed/paid for seven consecutive years or more shall be transferred to IEPF Authority.

In compliance with the provisions of Section 124 of the Companies Act, 2013, the Company has transferred 28,216 equity shares belongs to 245 members of the Company to Investor Education and Protection fund Authority (IEPF) on 11th January 2023 of those members who have not claimed the dividends for a continuous period of 7 years.

Particulars	Number of Shareholders	Number of Equity shares
Aggregate number of shareholders and outstanding shares In the suspense account as on 1st April 2022	3	300
Shareholders who approached the company for transfer of Shares from suspense account during the year	-	-
Shareholders to whom shares were transferred from suspense account during the year	-	-
Aggregate number of shareholders and outstanding shares In the suspense account lying as on 31st March 2023	3	300

Pursuant to Section 124(5) of the Companies Act, 2013 [Section 205C (2) of the Companies Act, 1956] read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time the unclaimed/unpaid dividend and the shares thereof pertaining for the financial year 2015-16 shall be transferred to the Investor Education and Protection Fund during the financial year 2022-23. The members who have not claimed their dividend are requested to claim it at the earliest possible.

Details of shares so far transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <https://www.bambinoagro.com/Investors/Dividend>.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar/Company.

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019, except in case of transmission or transposition of securities. In view of the above, Members are advised to dematerialize shares held by them in physical form.

OTHER INFORMATION

24. Members holding shares in physical mode are:

- required to submit their Permanent Account Number (PAN) and bank account details to the Company/ KFinTech at <https://karisma.kfintech.com/members>, if not registered with the Company/KFinTech, as

Bambino Agro Industries Limited

mandated by SEBI by writing to the Company at cs@bambinoagro.com or to KFinTech at [einward.ris@kfintech.com](mailto:ris@kfintech.com) along with the details of folio no., self- attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.

- b) advised to register nomination in respect of their shareholding in the Company.
25. Members holding shares in electronic mode are:
- a) requested to submit their PAN and bank account details to their respective Depository Participants ("DPS") with whom they are maintaining their demat accounts.
- b) advised to contact their respective DPs for registering nomination.
26. Non-Resident Indian members are requested to inform KFinTech/ respective DPS, immediately of:
- a) Change in their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
27. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents i.e. [KFin Technologies Private Limited ("KFin")] cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the member(s).
28. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/RTA.
29. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Those members, who desire to receive notice/ documents. through e-mail, are requested to communicate their e-mail ID and changes thereto from time to time to his/ her Depository Participant/ the Company's Registrar & Share Transfer Agent as the case may be. Members who have not registered their e-mail address either with the Company or with the Depository are requested to register as soon as possible.
30. Members may also note that the 40th Annual Report for the financial year 2022-23 will also be available on the Company's website www.bambinoagro.com. For any communication, the members may also send requests to the Company's investor email id: cs@bambinoagro.com.

Registered Office:

4E, Surya Towers, S.P. Road,
Secunderabad - 500 003
Telangana
CIN No. L15440TG1983PLC004363
Ph: 040-44363322
Email: cs@bambinoagro.com
Date: 28th August 2023

**By Order of the Board of Directors
For Bambino Agro Industries Limited**

Ruchita Vij
Company Secretary & Legal
FCS 9210



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

Based on recommendations of the Nomination & Remuneration Committee, the Board of Directors of the Company in its meeting held on 10th June 2023 appointed Mr. Kothapalli Srinivasa Rao (DIN No. 10198629) as an Additional Director for a term of 3 (three) years w.e.f allotment of DIN by Ministry of Corporate Affairs, however, DIN was allotted on 12th June 2023. Now, the Company seeks consent of the members by way of ordinary resolution for appointment of director. As per Regulation 17(1C) of SEBI (LODR) Regulations, the approval of shareholders for appointment of director had to be taken in the next general meeting or within a period of three months from the date of appointment whichever is earlier. However, due to some unavoidable circumstances the Company is unable to convey the general meeting within the prescribed timeline. Mr. Kothapalli Srinivasa Rao has a Master's degree in Commerce, a Postgraduate Diploma in Computer Applications, and training in SAP (Sales and Distribution). He joined the Company in 2009 as Manager -Sales Administration and is currently General Manager-Sales Administration. He is responsible for the entire spectrum of sales administration activities of the Company. Over the course of 30 years, he has acquired extensive knowledge in the fields of sales administration, commercials, sales recruitments and liaison.

Except appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

The members are requested to approve the same by way of Ordinary Resolution.

Item No. 5

All related party transactions that were entered into during the financial year were at an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company, at large.

All related party transactions are placed before the Audit Committee and the Board for their approval. A statement detailing of all the related party transactions is placed before the Audit Committee and the Board of Directors for their review/approval on a quarterly basis.

Proviso to subsection (1) of Section 188 of the Companies Act, 2013 requires prior approval of the members for entering into related party transactions. The members duly approved all the said transactions at their 36th Annual General Meeting held on 30th September, 2019 for a period of 5 (five) years i.e. from 1st April 2020. However, it was proposed to amend the resolution by adding M/s. Diptanshu Food Industries Private Limited (related party) for availing the lease of the property and to seek the approval of the members of the Company for a further period of 5 years w.e.f. 1st October, 2023.

Bambino Agro Industries Limited

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 are furnished hereunder:

SR. No.	PARTICULARS	₹ in Crores
A	<p>Sale, purchase, supply of materials or goods directly or through appointment of agents with:-</p> <ol style="list-style-type: none"> 1. Ghanta Foods Pvt Ltd. 2. Seshsayi Foods Pvt. Ltd. 3. Bambino Pasta Food Industries Pvt. Ltd. (formerly known as MLR Industries Pvt. Ltd) 	400 p.a.
B	<p>Leasing of property of any kind with:-</p> <ol style="list-style-type: none"> 1. Ghanta Foods Pvt Ltd. 2. Seshsayi Foods Pvt. Ltd. 3. Bambino Pasta Food Industries Pvt. Ltd. (formerly known as MLR Industries Pvt. Ltd.) 4. Diptanshu Food Industries Pvt. Ltd. 5. KRS Finance Pvt. Ltd. and 6. Revathi Tobacco Company Pvt. Ltd. 	50 p.a.
C	<p>Availing or rendering of services with:-</p> <ol style="list-style-type: none"> 1. Marshal Transport Company. 2. Madhava Roller Flour Mills 3. M K Rao Family Trust 4. Seshsayi Foods Pvt. Ltd. and 5. Bambino Pasta Food Industries Pvt. Ltd. (formerly known as MLR Industries Pvt. Ltd). 	50 p.a.

Except Ms. Shirisha Raghuvver Myadam, Chairperson and Managing Director and her relative Ms. Namratha Vippala, Chief Operating Officer, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this resolution.

The Board recommends this Resolution for your Approval.

Item No.6:

Ms. Shirisha Raghuvver Myadam, aged 24 years, is the daughter of Late Shri Raghuvver Myadam, former Chairman and Managing Director and the grand daughter of Late Shri Kishan Rao Myadam, Founder Chairman of the Company. She graduated from Nasr School, Hyderabad and holds a Bachelor's degree in Business Administration (Finance) from Amity, Hyderabad.

Ms. Shirisha was mentored by the Founder Chairman, Late Shri Kishan Rao Myadam. She has gained valuable and significant knowledge from her grandfather. She has exposure in Finance, Marketing, Purchase and Production management. She has in-depth knowledge of the core business of the Company and has been affiliated with the Company as a member of the Board since 12th August 2017.

The Board of Directors on the recommendation of Nomination and Remuneration Committee appointed Ms. Shirisha Raghuvver Myadam (DIN 07906214) as Managing Director of the Company w.e.f 17th January 2021 for a period of five years.



Annual Report 2022-23

The Company has done remarkably well and achieved its highest ever turnover and profits. During this year it has been proposed to pay the existing remuneration of ₹ 7,00,000 per month for a period of 2 (two) years w.e.f. 17th January 2024 of her present tenure.

Therefore, the Board of Directors of the Company in its meeting held on 11th August 2023 approved the payment of remuneration to Ms. Shirisha Raghuvver Myadam, Chairperson and Managing Director of the Company, for a further period of 2 (two) years of her tenure i.e. w.e.f. 17th January 2024 as recommended by the Nomination and Remuneration Committee in its meeting held on even date in terms of the provisions of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013.

The necessary information/disclosure in compliance with Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Ms. Shirisha Raghuvver Myadam has been provided in a separate section of this Notice.

Accordingly, the Board recommends the resolution as set out in Item No. 6 of the Notice in relation to the remuneration of Ms. Shirisha Raghuvver Myadam as Managing Director, for approval by the members of the Company, by way of an Ordinary resolution.

Except Ms. Shirisha Raghuvver Myadam, herself, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, the resolution set out in Item No. 6 of the Notice.

Registered Office:

4E, Surya Towers, S.P. Road,
Secunderabad - 500 003
Telangana
CIN No. L15440TG1983PLC004363
Ph: 040-44363322
Email: cs@bambinoagro.com
Date: 28th August 2023

**By Order of the Board of Directors
For Bambino Agro Industries Limited**

Ruchita Vij
Company Secretary & Legal
FCS 9210

ANNEXURE TO THE NOTICE DATED 28TH AUGUST 2023
Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting on 29th September 2023
(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India).

Brief resume of the Directors, nature of their expertise in specific functional area, names of companies in which they hold directorships and Chairmanship of Board, Committee(s) and their shareholding in the Company are provided below:

SR. No.	Particulars	Kothapalli Srinivasa Rao	Shirisha Raghuvveer Myadam	Prabhnoor Singh Grewal
1	DIN	10198629	07906214	09217422
2	Date of Birth	14th November, 1968	31st October, 1998	15th February, 1981
3	Date of Appointment	12th June, 2023	12th August, 2017	29th June, 2021
4	Expertise in specific function area	Over 30 years experience in Sales Administration, Sales Commercial functions & liason, deals with issues related to Sales Tax, VAT, FSSAI & GST etc.,	Knowledge and experience in practical aspects of Company operations & management.	Over 20 years of experience in FMCG & IT Industry along with strong track record in business leadership positions managing sales, marketing and P&L roles over 10 years.
5	Directorship held in other public companies	NIL	NIL	NIL
6	Shareholding in the Company (No's)	NIL	28,86,429	NIL
7	Membership in Committee(s)	NIL	Audit Committee, Stakeholder, Relationship Committee and Corporate Social Responsibility Committee	NIL

Registered Office:

4E, Surya Towers, S.P. Road,
 Secunderabad - 500 003
 Telangana
 CIN No. L15440TG1983PLC004363
 Ph: 040-44363322
 Email: cs@bambinoagro.com
 Date: 28th August 2023

**By Order of the Board of Directors
 For Bambino Agro Industries Limited**

Ruchita Vij
 Company Secretary & Legal
 FCS 9210