



# PATANJALI FOODS LIMITED

(Formerly known as Ruchi Soya Industries Limited)

Corporate Office : 601, Part B-2, 6th Floor, Metro Tower, Vijay Nagar, A.B. Road, Indore -452 010

Phone : +91 (731) 4767109 / 4767110 • E-mail : corporate@patanjalifoods.co.in

CIN-L15140MH1986PLC038536



**PFL/2023**

**September 29, 2023**

To

**BSE Ltd.**

Floor No. 25,

Phiroze Jeejeebhoy Tower,

Dalal Street,

Mumbai – 400 001

**National Stock Exchange of India Ltd.,**

Exchange Plaza,

Bandra-Kurla Complex,

Bandra (E),

Mumbai – 400 051

**BSE Scrip Code: 500368**

**NSE Symbol: PATANJALI**

**Sub: Proceedings of the 37<sup>th</sup> Annual General Meeting of the Company**

Dear Sirs/Madam,

We would like to inform you that the 37<sup>th</sup> Annual General Meeting (“AGM”) of members of Patanjali Foods Limited (Formerly known as Ruchi Soya Industries Limited) was held on Friday, September 29, 2023 at 03:00 P.M. through video conferencing (“VC”) / other audio visual means (“OAVM”).

In accordance with the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with Para A of Part A of Schedule III to the Listing Regulations, the proceeding of the AGM is enclosed herewith.

The voting results as required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be disclosed to the Stock Exchanges separately.

The above information will be made available on the Company's website [www.patanjalifoods.com](http://www.patanjalifoods.com).

It is for your information and records please.

Thanking you,

Yours sincerely,

For **Patanjali Foods Limited**

*(Formerly known as Ruchi Soya Industries Limited)*

**Ramji Lal Gupta**

**Company Secretary**

**Encl: As Above**

**PROCEEDINGS OF 37<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

The 37<sup>th</sup> Annual General Meeting (“AGM”) of the Members of the Patanjali Foods Limited (Formerly known as Ruchi Soya Industries Limited) (“the Company”) was held on Friday, September 29, 2023 at 03:00 P.M. through video conferencing (“VC”) / other audio visual means (“OAVM”).

Shri Acharya Balkrishna, Chairman & Non-Executive Director of the Company presided over the AGM as the Chairman as per Article 65 of the Articles of Association of the Company. Following Directors, Officers and Representatives attended the AGM from their respective places:

- |                               |   |
|-------------------------------|---|
| 1. Shri Acharya Balkrishna    | – Chairman and Non-Executive Director   |
| 2. Shri Ram Bharat            | – Managing Director   |
| 3. Shri Swami Ramdev          | – Non-Executive Director  |
| 4. Shri Girish Kumar Ahuja    | – Independent Director and Chairman of Audit Committee                          |
| 5. Shri Tejendra Mohan Bhasin | – Independent Director and Chairman of Stakeholders Relationship Committee      |
| 6. Smt. Gyan Sudha Misra      | – Independent Director and Chairperson of Nomination and Remuneration Committee |
| 7. Shri Sanjeev Kumar Asthana | – Chief Executive Officer   |
| 8. Shri Ramji Lal Gupta       | – Company Secretary & Compliance Officer  |
| 9. Shri Kumar Rajesh          | – Chief Financial Officer   |
| 10. Shri Sanjeevv Khanna      | – Chief Operating Officer   |
| 11. CA Rajendra Korla         | – Representing Chaturvedi & Shah, LLP, Statutory Auditor                        |
| 12. CA Vijay Napawaliya       | – Representing Chaturvedi & Shah, LLP, Statutory Auditor                        |
| 13. CS Prashant Diwan         | – Secretarial Auditor and Scrutinizer   |

90 (Ninety) members were present in the AGM through VC / OAVM. Since the quorum was present, the Company Secretary & Compliance Officer on behalf of the Chairman called the AGM to order. The Chairman briefed the members about the business and operations of the Company, its performance during the financial year ended March 31, 2023, and future way forward of the Company.

The following documents were open and accessible electronically for inspection during the AGM:

1. Register of Directors and Key Managerial Personnel and their shareholding;
2. Register of Contracts or Agreements in which Directors are interested;
3. Register of Charges;
4. Details pertaining to remuneration of top 10 employees of the Company;
5. Consent of Shri Swami Ramdev for re-appointment as non-executive director of the Company;
6. Consent of Shri Tejendra Mohan Bhasin for re-appointment as Independent Director of the Company;
7. Consent of Smt. Gyan Sudha Misra for re-appointment as Independent Director of the Company;
8. Candidature letter from shareholder proposing Shri Tejendra Mohan Bhasin and Smt. Gyan Sudha Misra as independent directors of the Company;
9. Consent of K. G. Goyal & Co. for re-appointment as Cost Auditor of the Company for the year ending 31<sup>st</sup> March, 2024;
10. Annual Return of the Company for the year ended 31<sup>st</sup> March, 2022;
11. Audited financial statements for the financial year ended March 31, 2023;
12. Independent Auditor’s Report on the audited financial statements for the financial year ended March 31, 2023; and
13. Secretarial Audit Report;

The compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder, applicable provisions of the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India under Section 118(10) of the Companies Act, 2013, Ministry of Corporate Affairs (“MCA”), vide its General Circular No. 10/2022 dated December 28, 2022 read together with General Circular No. 02/2022 dated May 05, 2022, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021 and General Circular No. 21/2021 dated December 14, 2021 (collectively referred to as “MCA Circulars”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 with respect to calling, convening and conducting this AGM was confirmed.

The members were informed that the Company has extended to its members the facility to exercise their right to vote by electronic means through remote e-voting. The remote e-voting period began on Tuesday, September 26, 2023 at 9.00 a.m. and ended on Thursday, September 28, 2023 at 5.00 p.m. Further, the facility for voting through e-voting system at AGM, was also available for all those members, who were present in the AGM and did not cast their votes by remote e-voting and otherwise not barred from doing so. Members, who had already cast their votes through remote e-voting were not entitled to vote again and vote, if any, cast at the AGM shall be treated as invalid. CS Prashant Diwan, Practicing Company Secretary, had been appointed by the Board of Directors as Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM.

Thereafter, the members were explained in detail the provisions of the applicable law and the underlying resolutions to be moved. The members who have registered themselves as speakers upon having sent their request as such in advance as per the procedure prescribed in the Notice of the AGM were invited to ask questions, seek clarification and/or otherwise offer their view / comments related to any item of business of the AGM. The questions / queries raised by the members were replied by Chairman of the meeting. Some questions were also replied by Shri Swami Ramdev, Non-Executive Director of the Company.

After that, the business items as per Notice of the AGM were taken up. All the seven (7) resolutions were moved for consideration and approval of the members. The resolutions, briefly, related to:

1. **Ordinary Resolution:** To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 and the Report of the Board of Directors and Auditors thereon.
2. **Ordinary Resolution:** To declare dividend on preference shares and equity shares for the year ended March 31, 2023.
3. **Ordinary Resolution:** To appoint a director in place of Shri Swami Ramdev (DIN: 08086068) who, retires by rotation and being eligible, offers himself for re-appointment.
4. **Special Resolution:** To re-appoint Shri Tejendra Mohan Bhasin (DIN: 03091429), as the Independent Director of the Company.
5. **Special Resolution:** To re-appoint Smt. Gyan Sudha Misra (DIN: 07577265), as the Independent Director of the Company.
6. **Ordinary resolution:** To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2024.
7. **Ordinary Resolution:** To grant Omnibus approval for related party transactions with Patanjali Ayurved Limited.



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Thereafter, members, who were present in the AGM and did not cast their votes by remote e-voting and otherwise not barred from doing so, were informed to cast their votes through e-voting system. The members were also informed that the voting will be allowed till 15 (fifteen) minutes after the conclusion of the AGM.

The members were informed that based on consolidated Scrutinizer's Report, the combined result of remote e-voting and e-voting at the AGM will be declared within two working days and will be placed on the Company's website ([www.patanjalifoods.com](http://www.patanjalifoods.com)) and on the website of National Securities Depository Limited ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).

The Meeting concluded at 4:27 P.M. with a vote of thanks by Shri Ram Bharat, Managing Director of the Company.

**For Patanjali Foods Limited**  
(Formerly known as Ruchi Soya Industries Limited)

**Ramji Lal Gupta**  
Company Secretary