



BIKAJI FOODS INTERNATIONAL LIMITED

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

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CIN: L15499RJ1995PLC010856 | GST No.: 08AAICS1030P1Z5

Ref: BFIL/SEC/2024-25/18

Date: May 28, 2024

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

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

Subject: Annual Secretarial Compliance Report under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Pursuant to the Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the financial year ended on March 31, 2024, issued by M/s. S.K. Joshi & Associates, Company Secretaries (Firm Registration No.: P2008RJ064900).

Thanking you

Yours faithfully,
For Bikaji Foods International Limited

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

Enclosure: As above



Ref. No.

Date.....

Annual Secretarial Compliance Report
of
Bikaji Foods International Limited
For the financial year ended March 31, 2024

We, S.K. Joshi & Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Bikaji Foods International Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations');
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable during review period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable during review period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;



- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(Not applicable during review period)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable during review period)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Other applicable Regulations and circulars/ guidelines issued thereunder.

And based on our examination, we hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- b) The listed entity has taken the following actions to comply with the observations made in the previous reports: Not Applicable as the listed entity has taken corrective action during the previous year on observation reported.
- c) We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

S.NO	PARTICULARS	COMPLIANCE STATUS (YES/NO)	OBSERVAQTION/ REMARKS BY PCS
1.	<p><u>Secretarial Standard:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	Yes	---
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulation are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI regulation and have been reviewed & timely updated as per the regulation /circulars /guidelines issued by SEBI 	Yes Yes	--- ---
3.	<p><u>Maintenance and disclosure on websites</u></p> <ul style="list-style-type: none"> The listed entity is maintaining a Functional websites Timely Dissemination of the 	Yes	---



	<p>Documents/information under a separate sections on the websites</p> <ul style="list-style-type: none"> • Webs links provided in annual corporate governance reports under Regulations 27(2) are accurate and specific which re-directs to the relevant documents /section of the websites. 	Yes	---
4	<p>DISQUALIFICATIONS OF DIRECTORS:</p> <p>None of the Directors of the Company are disqualified under Section 164 of the Companies Act ,2013 as Confirmed by the listed Entity</p>	Yes	---
5	<p>Details related to subsidiaries of listed Entities have been examined w.r.t:</p> <ul style="list-style-type: none"> • Identification of material subsidiary Companies • Requirements with respect to disclosure of material as well as other subsidiaries 	Yes	During the period under review, there were no material subsidiaries of the Company.
6	<p>Preservation of Documents :</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposals of records as per policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations,2015</p>	Yes	---
7.	<p>Performance Evaluations:</p> <p>The listed entity has conducted performance evaluations Of the board ,Independent Directors and the Committee at the start of every financials year/during the Financials year as prescribed in SEBI Regulations</p>	Yes	---
8.	<p>Related party transactions</p> <ul style="list-style-type: none"> • the listed entity has obtained prior approval of audit committee for all related party transactions :or • the listed entity has provided detailed Reasons along with confirmation whether the transactions were subsequently approved /ratified /rejected by the audit committee in aces no approval has been obtained 	Yes NA	Since, all Related party transactions were entered after obtaining prior approval of audit committee
9.	<p>Disclosure of events or information's</p> <p>The listed entity has provided all the required Disclosure under Regulation 30 along with Schedule III of SEBI LODR Regulations,2015 within the time limits prescribed</p>	Yes	---



	thereunder		
10	<p>Prohibitions of Insider trading</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider trading) Regulation ,2015</p>	Yes	<p>The listed entity has complied with the Regulation 3(5) & 3(6) of the SEBI (Prohibition of Insider trading) Regulations, 2015 ("SEBI (PIT) Regulations, 2015").</p> <p>During the year, Mr. Vipul Prakash, Designated Person (DP) and/or Connected Person- Ex-Independent Director of the listed entity, have traded in the equity shares of the listed entity, resulting in violation of the Code of Conduct read with the SEBI (PIT) Regulations, 2015.</p> <p>4000 equity shares were purchased having value of ₹ 16,85,712.50/- (Rupees Sixteen Lakh Eighty-Five Thousand Seven Hundred Twelve and Fifty Paise Only).</p> <p>The concerned designated Person has intimated about the trade executed by him, to the listed entity on July 26, 2023. It is hereby informed that the listed entity has not received the said disclosure from Mr. Vipul Prakash within the specified period.</p> <p>The Head - Legal and Company Secretary of the listed entity has imposed a penalty of ₹ 50,000/- (Rupees Fifty Thousand Only) on Mr. Vipul Prakash.</p>
11	<p>Actions taken by SEBI or Stock Exchanges if any</p> <p>No actions has been taken against the Listed entity / its Promoters /directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI regulations and Circulars /guidelines issued</p>	NA	No action was taken/ required to be taken



	thereunder except as provided under separate paragraph herein		
12	<p>Resignation of statutory auditors from the listed entity or its subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiaries has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the master circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	<p>There was no resignation of statutory auditors in the Listed entity during the review period.</p> <p>Further the Listed Entity does not have any material subsidiary.</p>
13	<p><u>Additional Non-compliance, if any</u></p> <p>No additional non-compliance observed for any SEBI regulation /circulars /guidance note etc.</p>	NA	There was no non-compliance observed in the listed entity.

Assumptions & Limitation of scope and Review

1. The Compliance of the applicable laws and ensuring the authenticity of documents and information Furnished are the responsibility of the management of the listed entity
2. Our responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financials Records and books of accounts of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulations 24A (2) of the SEBI (listing obligation and disclosure Requirements) Regulations 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Jaipur
Date: May 23, 2024



For S.K. Joshi & Associates
Company Secretaries
ICSI Unique Code P2008RJ064900
Peer Review No. 1659/2022

[Signature]
CS Sanjay Kumar Joshi
Partner

FCS 6745, C P No.: 7342
UDIN: F006745F000434579