



BIKAJI FOODS INTERNATIONAL LIMITED

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

T: +91-151-2250350 | F: +91-151-2251814 | E: cs@bikaji.com | W: www.bikaji.com

CIN: L15499RJ1995PLC010856 | GST No.: 08AAICS1030P1Z5

Ref: BFIL/SEC/2024-25/42

Date: July 24, 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: Announcement under Regulations 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir / Madam,

We hereby inform you that in continuation to our letter bearing **BFIL/SEC/2024-25/41** dated **July 24, 2024** and pursuant to the provisions of the Regulations 30 of the Listing Regulations, as amended from time to time, the Board of Directors of the Company at their meeting held on **Wednesday, July 24, 2024**, have inter-alia considered the following:

1. Recommended the re-appointment of Mr. Shiv Ratan Agarwal (DIN: 00192929), as a Chairman and Whole-Time Director of the Company for a term of 3 (Three) years w.e.f., May 01, 2025 to April 30, 2028, subject to the approval of the shareholders at the ensuing Annual General Meeting ("AGM") of the Company. **(Annexure – A)**
2. Recommended the Re-appointment of M/s M S K A & Associates, Chartered Accountants, Firm Registration No.:105047W, as one of the Joint Statutory Auditors of the Company, for the second term of 5 (Five) consecutive financial years, to hold the office from the conclusion of the ensuing 29th AGM till the conclusion of the 34th AGM of the Company to be held in the year 2029, subject to the approval of the shareholders at the ensuing AGM of the Company. **(Annexure – B)**
3. Recommended the appointment of M/s Ashok Shiv Gupta & Co., Chartered Accountants, Firm Registration No.: 017049N, as one of the Joint Statutory Auditors of the Company, for the first term of 5 (Five) consecutive financial years, to hold the office from the conclusion of the ensuing 29th AGM till the conclusion of the 34th AGM of the Company to be held in the year 2029, subject to the approval of the shareholders at the ensuing AGM of the Company. **(Annexure – C)**
4. Noted the resignation of M/s SSSVA & Co., Firm Registration No.: 022884N, as the Internal Auditor of the Company with effect from July 24, 2024. **(Annexure – D)**

The copy of resignation letter is also enclosed herewith.

5. Approved the appointment of Mr. Saurabh Kumar Agrawal, Associate Vice President – Finance, as Internal Auditor of the Company with effect from July 24, 2024. **(Annexure – E)**
6. Approved the Incorporation of a Wholly-Owned Subsidiary Company. **(Annexure – F)**



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7. Approved the scheme of amalgamation of Vindhya wasini Sales Private Limited (Transferor Company), wholly owned subsidiary with Bikaji Foods International Limited (Transferee Company) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, subject to requisite statutory / regulatory approvals including the approval of the Hon'ble National Company Law Tribunal. **(Annexure – G)**
8. Approved the appointment of Ms. Deepshikha Thakur as the Chief People Officer, Senior Management Personnel of the Company with effect from August 01, 2024.

Approved the appointment of Mr. Deepu Sharma as the Vice President - Operations (Frozen), Senior Management Personnel of the Company with effect from July 24, 2024. **(Annexure – H)**
9. Approved the further investment in Bikaji Foods International USA Corp, Wholly Owned Subsidiary of the Company of \$ 5,00,000 (USD Five Lakh Only) in the form of 50,000 common stock. **(Annexure – I)**
10. Approved the further investment in Bhujjalalji Private Limited of ₹ 2 Crore (Rupees Two Crore Only) in the form of 20 Lakh (Twenty Lakh) Optionally Convertible Debentures. **(Annexure – J)**
11. Approved the execution of loan agreement with Petunt Food Processors Private Limited, Subsidiary of the Company of ₹ 15 Crore (Rupees Fifteen Crore Only). **(Annexure – K)**

The disclosures as required under Regulation 30 of the Listing Regulations read with Circular bearing reference number SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are enclosed herewith.

In compliance with the Regulation 46 of the Listing Regulations, the above disclosure will also be hosted on the website of the Company and the same can be accessed at www.bikaji.com.

You are kindly requested to take the same on record.

Thanking you

**Yours faithfully,
For Bikaji Foods International Limited**

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

Enclosure: As above



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Annexure – A

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Sr. No.	Particulars	Description
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Re-appointment of Mr. Shiv Ratan Agarwal (DIN: 00192929), as his current tenure will be expired on April 30, 2025.
2.	Date of appointment/ re-appointment/ cessation (as applicable) & term of appointment/ re-appointment;	Re-appointment of Mr. Shiv Ratan Agarwal (DIN: 00192929) as a Chairman and Whole-Time Director of the Company for a term of 3 (Three) years w.e.f., May 01, 2025 to April 30, 2028, subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.
3.	Brief profile (in case of appointment);	<p>Mr. Shiv Ratan Agarwal has over 31 years of experience in the food industry, including ethnic snacks and sweets.</p> <p>He is Director in Bikaji Foods International Limited, since its incorporation and currently serving as the Chairman and Whole-time Director of the Company.</p> <p>He is also serving as a Director on the Board of several companies i.e., Basant Vihar Hotels Private Limited, Mastkin Foods Private Limited and Beechhwal Eco-Friendly Foundation.</p>
4.	Disclosure of relationships between directors (in case of appointment of a director).	<ol style="list-style-type: none">1. Mr. Shiv Ratan Agarwal, is father of Mr. Deepak Agarwal, the Promoter and Managing Director of the Company.2. Mr. Shiv Ratan Agarwal, is father-in-law of Mrs. Shweta Agarwal, the Whole-Time Director of the Company.



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Annexure – B

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Sr. No.	Particulars	Description
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Re-appointment of M/s M S K A & Associates, Chartered Accountants, Firm Registration No.:105047W, as their first term will be expired at ensuing 29 th Annual General Meeting (“AGM”) of the Company.
2.	Date of appointment/ re-appointment/ cessation (as applicable) & term of appointment/ re-appointment;	Re-appointment of M/s M S K A & Associates, Chartered Accountants, Firm Registration No.:105047W, as one of the Joint Statutory Auditors of the Company, for the second term of 5 (Five) consecutive financial years, to hold the office from the conclusion of the ensuing 29 th AGM till the conclusion of the 34 th AGM of the Company to be held in the year 2029, subject to the approval of the shareholders at the ensuing AGM of the Company.
3.	Brief profile (in case of appointment);	<p>M/s M S K A & Associates, Chartered Accountants, Firm Registration No.:105047W, is an Indian partnership firm established in the year 1978. The firm is registered with the Institute of Chartered Accountants of India (ICAI) and also, it is a peer reviewed audit firm.</p> <p>The firm is primarily engaged in providing the services in the field of Audit Assurance, Tax and Advisory domain led by the industry experts with deep knowledge and driven by a commitment of delivering the quality services to all clients.</p> <p>M/s M S K A & Associates having rich experience of doing audit and are having offices across multiple cities in India.</p>
4.	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable



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Annexure – C

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Sr. No.	Particulars	Description
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	<p>Appointment of M/s Ashok Shiv Gupta & Co., Chartered Accountants, Firm Registration No.: 017049N.</p> <p>M/s Ashok Shiv Gupta & Co. is appointed, due to second term of 5 (Five) consecutive financial years of M/s M Surana & Company, Chartered Accountants, Firm Registration No.: 015312C, will be completed at the conclusion of the ensuing 29th Annual General Meeting (“AGM”) of the Company, it will not be eligible for re-appointment as a Statutory Auditor in the Company as per the provisions of the Section 139 of the Companies Act, 2013.</p>
2.	Date of appointment/ re-appointment/cessation (as applicable) & term of appointment/ re-appointment ;	<p>Appointment of M/s Ashok Shiv Gupta & Co., Chartered Accountants, Firm Registration No.: 017049N, as one of the Joint Statutory Auditors of the Company, for the first term of 5 (Five) consecutive financial years, to hold the office from the conclusion of the ensuing 29th AGM till the conclusion of the 34th AGM of the Company to be held in the year 2029, subject to the approval of the shareholders at the ensuing AGM of the Company.</p>
3.	Brief profile (in case of appointment);	<p>M/s Ashok Shiv Gupta & Co., Chartered Accountants, Firm Registration No.: 017049N, is an Indian firm established in the year 1999. The firm is registered with the Institute of Chartered Accountants of India (ICAI) and also, it is a peer reviewed audit firm.</p> <p>M/s Ashok Shiv Gupta & Co. having rich experience of doing audit of industry related to food processing, textile, logistic, real estate, banks and wholesalers and retailers etc.</p>
4.	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable



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Annexure – D

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Sr. No.	Particulars	Description
1.	Reason for change viz. appointment, re-appointment, —resignation,—removal, death or otherwise	Resignation of M/s SSV & Co., Firm Registration No.: 022884N, as the Internal Auditor of the Company due to pre-occupation.
2.	Date of appointment/ re-appointment/ cessation— (as applicable) & term of appointment/ re-appointment;	Resignation w.e.f. July 24, 2024.
3.	Brief profile (in case of appointment);	Not Applicable.
4.	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable

S S V A and CO
Chartered Accountants

D-084, 8th Floor, Bellina
GH- 02A, Sector 16
Greater Noida West
Gautam Buddha Nagar
Uttar Pradesh, 201318
connect@ssva.in

Date: 24 July 2024

To,
The Chairman, Audit Committee
(through the Company Secretary)
Bikaji Foods International Limited
CIN: L15499RJ1995PLC010856
F 196 -199, F 178 and E 188,
Bichhwal Industrial Area,
Bikaner, Rajasthan,
India - 334006

Sub: Resignation as Internal Auditor of the Company

Dear Sir,

This is to inform you that due to our pre-occupation, we are submitting our resignation as Internal Auditors of the company with effect from 24 July 2024.

We therefore, request you to treat this letter as our resignation from the Internal Auditors of the Company.

Thank you once again for the opportunity to work with the Company. We wish the Company continued success and growth in the future.

Thanking You,

Your's Faithfully,

For **S S V A and CO**
Chartered Accountants
Firm Registration No.: 022884N

Vikram Kumar Agrawal
Partner
Membership No.: 512845



Place: Greater Noida West
Date: 24 July 2024



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Annexure – E

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Sr. No.	Particulars	Description
1.	Reason for change viz. appointment, re-appointment , resignation , removal , death or otherwise	Appointment of Mr. Saurabh Kumar Agrawal, Associate Vice President – Finance, due to resignation of M/s SSV & Co., Firm Registration No.: 022884N.
2.	Date of appointment/ re-appointment/cessation (as applicable) & term of appointment/ re-appointment ;	Appointment of Mr. Saurabh Kumar Agrawal, Associate Vice President – Finance as Internal Auditor of the Company with effect from July 24, 2024.
3.	Brief profile (in case of appointment);	<p>Mr. Saurabh Kumar Agrawal is the Associate Vice President – Finance of the Company. He has been associated with the Company since June 2022. He holds a bachelor's degree in commerce from the Delhi University. He is also a member of the Institute of Chartered Accountants of India. He has previously worked with M S K A & Associates and L.B. Jha & Co. He has over 10 years of experience in the field of finance and audit.</p> <p>He is accountable for the financial process, execution of Company's financial strategy, expansion and capex, managing cash flows, managing financial and cost controls and reporting, audit and financial statements, merger and acquisitions, etc.</p>
4.	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable



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Annexure – F

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Sr. No.	Particulars	Description
1.	Name of the target entity, details in brief such as size, turnover etc.;	Name of the Proposed Wholly-owned Subsidiary (“Proposed WOS”), as may be approved by the Ministry of Corporate Affairs, Government of India. Authorised Share Capital: ₹ 50,00,00,000 (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore) Equity Shares of ₹ 10 (Rupees Ten Only) each. Size/Turnover: Not applicable.
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;	1. The Proposed WOS will be a related party of Bikaji Foods International Limited (“BFIL”), under section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), upon incorporation thereof. 2. Mr. Deepak Agarwal and Mrs. Shweta Agarwal, Promoter and member of the Promoter Group in BFIL, respectively will also be Directors in the Proposed Company. 3. It will be done on arm’s length basis.
3.	Industry to which the entity being acquired belongs;	Proposed WOS will belong to Fast Moving Consumer Goods (FMCG) Industry.
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	Object: Proposed WOS will be dedicated to present a significant strategic opportunity to achieve the objective of diversification, by pursuing the new business ventures specifically in the areas of café, quick-service restaurants (QSRs), restaurants, tavern, food catering services, snacks catering services, food chain, travel catering, kiosk, mobile food station, opening outlets, etc and investment thereto. Effect: Pursuant to the subscription of 100% of shareholding by BFIL, the Proposed Company will become a Wholly Owned Subsidiary of the BFIL. The business of the Proposed WOS will not be outside the main line of business of the Company.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	The incorporation of the Proposed WOS is subject to the approval of the Ministry of Corporate Affairs and other relevant statutory/regulatory authorities as may be applicable.



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6.	Indicative time period for completion of the acquisition;	The incorporation of the Proposed WOS will be completed subject to receipt of approvals of the statutory/regulatory authorities as may be applicable. The necessary update will be given once the p Proposed WOS is incorporated.
7.	Consideration - whether cash consideration or share swap or any other form and details of the same;	Cash consideration.
8.	Cost of acquisition and/or the price at which the shares are acquired;	The Company will be paying cash consideration to the Proposed WOS towards subscription of 100% shareholding.
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	100%
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).	Not Applicable. The Proposed WOS is proposed to be incorporated.



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Annexure – G

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Sr. No.	Particulars	Description									
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;	<p>Transferor Company: - Vindhyawasini Sales Private Limited (“VSPL”) is an unlisted private Company incorporated on September 05, 2012. VSPL belongs to Fast Moving Consumer Goods (“FMCG”) Industry and has one manufacturing unit situated at Bihar.</p> <p>Transferee Company: - Bikaji Foods International Limited (“BFIL”) is a listed public Company, incorporated on October 06, 1995. The equity shares of BFIL are listed on the BSE Limited and the National Stock Exchange of India Limited.</p> <p>The net worth and revenue from operations (turnover) based on the audited financial statements as on March 31, 2024, of the entities involved in the Scheme (on a standalone basis) are as under:</p> <table border="1"><thead><tr><th>Name of the Entity</th><th>Turnover (₹ in Lakhs)</th><th>Net Worth (₹ in Lakhs)</th></tr></thead><tbody><tr><td>VSPL</td><td>1,824.78</td><td>(444.46)</td></tr><tr><td>BFIL</td><td>2,29,470.96</td><td>1,22,553.69</td></tr></tbody></table>	Name of the Entity	Turnover (₹ in Lakhs)	Net Worth (₹ in Lakhs)	VSPL	1,824.78	(444.46)	BFIL	2,29,470.96	1,22,553.69
Name of the Entity	Turnover (₹ in Lakhs)	Net Worth (₹ in Lakhs)									
VSPL	1,824.78	(444.46)									
BFIL	2,29,470.96	1,22,553.69									
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	<p>The Transferor Company is a wholly owned subsidiary of the Transferee Company.</p> <p>The Scheme of Amalgamation of Vindhyawasini Sales Private Limited (“Transferor Company”), with Bikaji Foods International Limited (“Transferee Company”) and their respective shareholders and creditors (“Scheme of Amalgamation”) provides for the amalgamation of the Transferor Company with the Transferee Company under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013. In view of General Circular No. 30/2014, dated July 17, 2014, issued by the Ministry of Corporate Affairs, the Scheme of Amalgamation does not fall within the purview of related party transactions.</p> <p>It is on the Arm’s length basis.</p>									
3.	Area of business of the entity(ies);	Transferor Company is engaged in the business of manufacturing of snacks food including job work basis for its customers.									



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		<p>Transferee Company is primarily involved in manufacturing of Indian snacks, savouries, sweets, bhujia, namkeen, papad, chips, cookies, frozen foods and instant foods etc.</p>
4.	Rationale for amalgamation/ merger;	<p>The Transferor Company and Transferee Company are desirous of consolidating their businesses with the Transferee Company under scheme of amalgamation. This would enable the business to scale up and pursue growth opportunities in a more focussed manner.</p> <p>The Scheme will result in the following:</p> <ol style="list-style-type: none"> i. simplification of the holding structure of Transferee Company which would provide combined ability to integrate and innovate the offerings of the Transferee Company which shall result in building a sustainable business; ii. access to new markets, customers and channels which would lead to increase in market penetration and market competitiveness of the Transferee Company; iii. reduction in management overlaps and elimination of legal and regulatory compliances and associated costs thereof; iv. optimisation of the allocated capital & availability of funds which can be deployed more efficiently to pursue the operational growth opportunities; v. synergies, pooling of financial, managerial, technical, and human resources, thereby creating a more substantial base for future growth and value accretion for the stakeholders; vi. savings of operational costs which has become critical for long-term sustainability and will also lead to optimum utilization of resources; vii. elimination of the need for inter-company transactions between the Transferor Company and the Transferee Company; and viii. post scheme, the Transferee Company would be in a better position to support and finance the organic and inorganic expansion of the businesses.
5.	In case of cash consideration – amount or otherwise share exchange ratio;	<p>The Transferor Company is a wholly owned subsidiary of the Transferee Company.</p> <p>The Scheme of Amalgamation provides for the amalgamation of Transferor Company (being a wholly owned subsidiary of Transferee Company) with Transferee Company.</p>



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		<p>Upon the Scheme of Amalgamation becoming effective, the entire paid-up equity share capital of the Transferor Company shall stand cancelled without any further act, instrument, or deed and no shares of the Transferee Company shall be allotted in lieu or exchange of the holding of the Transferee Company in the Transferor Company.</p> <p>All other investments (including Optionally Convertible Debentures) held by the Transferee Company as appearing in the books of accounts of the Transferor Company shall, without any further act or deed, stand cancelled.</p>
6.	Brief details of change in shareholding pattern (if any) of listed entity.	There will be no change in the shareholding pattern of the Transferee Company pursuant to the amalgamation, as no shares will be issued by the Transferee company in connection with the Scheme.



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Annexure – H

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Sr. No.	Particulars	Description	
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment of Ms. Deepshikha Thakur, as Chief People Officer, Senior Management Personnel of the Company.	Appointment of Mr. Deepu Sharma as the Vice President – Operations (Frozen), Senior Management Personnel of the Company.
2.	Date of appointment/ re-appointment/cessation (as applicable) & term of appointment/re-appointment ;	Appointment with effect from August 01, 2024.	Appointment with effect from July 24, 2024.
3.	Brief profile (in case of appointment);	<p>Ms. Deepshikha Thakur holds a Post Graduate Certificate in Human Resource from XLRI Jamshedpur. She has previously worked with Shree Cement Ltd, People Matters, Zara etc. She has over 15 years of experience in the field of Human resource.</p> <p>She brings the expertise in HR Operations, HR & Communication, capability building, talent management, leadership development, employee engagement, organization design and development, social media and communication.</p>	<p>Mr. Deepu Sharma holds a Bachelor's degree in Commerce from Meerut University and Diploma in Hotel Management, Catering & Applied Nutrition from IHM Goa. He has previously worked with Haldiram Snacks Private Limited, Minar Restaurant Ltd. and Claridges Connaught Castle etc. He has over 30 years of experience in the field of plant operations.</p> <p>He brings the expertise in setting up and establishing the frozen, ready to eat, sweets and dairy verticals.</p>
4.	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable	Not Applicable



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Annexure – I

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Sr. No.	Particulars	Description
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>The Bikaji Foods International Limited (“BFIL”) has incorporated a Wholly-Owned Subsidiary (WOS) in the State of New Jersey, USA in the name of Bikaji Foods International USA Corp (“Bikaji USA”) on July 10, 2023.</p> <p>Authorised Capital will be \$ 15,00,000 divided into 1,50,000 common stocks of \$ 10 each.</p> <p>Paid-up Capital will be \$ 10,00,000 divided into 1,00,000 common stocks of \$ 10 each.</p> <p>Turnover: \$ 10,96,593 for the period ended on March 31, 2024.</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;	<ol style="list-style-type: none">1. The Bikaji USA is a related party of the BFIL and this transaction falls under the purview of section 177 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.2. Mr. Deepak Agarwal and Mrs. Shweta Agarwal, Promoter and member of Promoter Group in BFIL, respectively, are also Directors in Bikaji USA.3. It will be done on the Arm’s Length Basis.
3.	Industry to which the entity being acquired belongs;	The Bikaji USA belongs to Fast Moving Consumer Goods (FMCG) Industry.
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>Object- For better expansion of business and to further strengthen the distribution network of the Company in USA Territory.</p> <p>Effect- BFIL shareholding in Bikaji USA post this subscription will remain at 100% as Bikaji USA is already WOS of BFIL.</p> <p>The business of Bikaji USA is in line with the main line of business of the BFIL.</p>
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable



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6.	Indicative time period for completion of the acquisition;	With in 4 (Four) months												
7.	Consideration - whether cash consideration or share swap or any other form and details of the same;	Cash Consideration												
8.	Cost of acquisition and/or the price at which the shares are acquired;	Additional subscription in Bikaji USA is 50,000 common stocks of \$ 10 each aggregating to \$ 5,00,000												
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	100%												
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).	<p>1. Product/line of Business: Trading of food items</p> <p>2. Date of Incorporation: July 10, 2023</p> <p>3. History/Turnover of last 3 years :</p> <p style="text-align: right;">(Amount in \$)</p> <table border="1"><thead><tr><th>Year</th><th>Revenue</th><th>Profit after tax</th></tr></thead><tbody><tr><td>FY 2023-24</td><td>10,96,593</td><td>(70,130.51)</td></tr><tr><td>FY 2022-23</td><td>N.A.</td><td>N.A.</td></tr><tr><td>FY 2021-22</td><td>N.A.</td><td>N.A.</td></tr></tbody></table> <p>4. The Bikaji USA has presence in USA</p>	Year	Revenue	Profit after tax	FY 2023-24	10,96,593	(70,130.51)	FY 2022-23	N.A.	N.A.	FY 2021-22	N.A.	N.A.
Year	Revenue	Profit after tax												
FY 2023-24	10,96,593	(70,130.51)												
FY 2022-23	N.A.	N.A.												
FY 2021-22	N.A.	N.A.												



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Annexure – J

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Sr. No.	Particulars	Description
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>Bhujialalji Private Limited (“BPL”) was incorporated on May 28, 2021.</p> <p>Authorised Capital: ₹ 10,00,000 divided into 1,00,000 equity shares of ₹ 10 each.</p> <p>Paid-up Capital: ₹ 1,96,080 divided into 19,608 equity shares of ₹ 10 each.</p> <p>Turnover: ₹ 21.64 Crore for the financial year ended on March 31, 2024.</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;	<p>1. The BPL is an Associate Company of the Bikaji Foods International Limited (“BFIL”) and this transaction falls under the purview of section 177 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>2. It will be done on the Arm’s Length Basis.</p>
3.	Industry to which the entity being acquired belongs;	The BPL belongs to Fast Moving Consumer Goods (FMCG) Industry.
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>Object-</p> <p>For better expansion of business and to further strengthen the position of the Company.</p> <p>Effect-</p> <p>BFIL equity shareholding in BPL post this subscription will remain same.</p> <p>The business of the BPL is in line with the main line of business of the Company.</p>
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
6.	Indicative time period for completion of the acquisition;	With in 4 (Four) months



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7.	Consideration - whether cash consideration or share swap or any other form and details of the same;	Cash Consideration												
8.	Cost of acquisition and/or the price at which the shares are acquired;	Cost of acquisition of 20,00,000 Optionally Convertible Debentures (“OCD”) will be ₹ 2 Crore (Rupees Two Crore Only) i.e., at a face value of ₹ 10 (Rupees Ten Only) each.												
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	Pursuant to this acquisition, 20,00,000 OCD will be acquired by the BFIL. BFIL equity shareholding in BPL will remain same.												
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).	<ol style="list-style-type: none">Product/line of Business: Manufacturing and trading of food items.Date of Incorporation: May 28, 2021History/Turnover of last 3 years- <p style="text-align: right;">(₹ in Crore)</p><table border="1"><thead><tr><th>Year</th><th>Revenue</th><th>Profit after tax</th></tr></thead><tbody><tr><td>FY 2023-24</td><td>21.64</td><td>(1.91)</td></tr><tr><td>FY 2022-23</td><td>17.69</td><td>(2.11)</td></tr><tr><td>FY 2021-22</td><td>1.97</td><td>(0.36)</td></tr></tbody></table>The BPL has presence in India in leading modern trade, e-commerce and q-commerce.	Year	Revenue	Profit after tax	FY 2023-24	21.64	(1.91)	FY 2022-23	17.69	(2.11)	FY 2021-22	1.97	(0.36)
Year	Revenue	Profit after tax												
FY 2023-24	21.64	(1.91)												
FY 2022-23	17.69	(2.11)												
FY 2021-22	1.97	(0.36)												



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Annexure – K

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Sr. No.	Particulars	Description
1.	Name(s) of parties with whom the agreement is entered;	Petunt Food Processors Private Limited (“PFPPPL”), Subsidiary of Bikaji Foods International Limited (“BFIL”)
2.	Purpose of entering into the agreement	Loan to PFPPPL to meet working capital requirements.
3.	Size of agreement;	₹ 15 Crore (Rupees Fifteen Crore Only)
4.	Shareholding, if any, in the entity with whom the agreement is executed;	The BFIL holds 51.22% equity stake in PFPPPL, by virtue of this PFPPPL is a Subsidiary of the BFIL.
5.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc;	Rate of Interest- 8.51% per annum The loan is to be given for a maximum period of 60 (Sixty) months from the date of disbursement which may be extended by mutual discussion.
6.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	1. PFPPPL is a Subsidiary of the BFIL. 2. Mr. Deepak Agarwal and Mrs. Shweta Agarwal, Promoter and member of Promoter Group in BFIL, respectively, are also Director in PFPPPL.
7.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	It is on the Arm’s Length Basis.
8.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	Not Applicable
9.	In case of loan agreements, details of lender/borrower, nature of the loan, total amount of loan granted/taken, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis;	Lender- Bikaji Foods International Limited Borrower- Petunt Food Processors Private Limited Nature of Loan- Unsecured Total amount of loan granted- ₹ 15 Crore (Rupees Fifteen Crore Only) Amount of loan outstanding as on date of disclosure- Nil Date of execution of the loan agreement- Wednesday, July 24, 2024 Security provided, if any- Not Applicable



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10.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;	Not Applicable
11.	<p>In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s)</p> <ul style="list-style-type: none">i. name of parties to the agreement;ii. nature of the agreement;iii. date of execution of the agreement;iv. details of amendment and impact thereof or reasons of termination and impact thereof	Not Applicable