



PATANJALI FOODS LIMITED
(Formerly known as Ruchi Soya Industries Limited)

CIN: L15140MH1986PLC038536

Registered Office: "Ruchi House", Royal Palms, Survey No. 169, Aarey Milk Colony,

Near Mayur Nagar, Goregaon (East), Mumbai 400065, Maharashtra, India

Email: secretarial@patanjalifoods.co.in; Telephone: (+91-22) 61090100 / 200

Website: www.patanjalifoods.com

Notice of 36th Annual General Meeting

Notice is hereby given that the Thirty Sixth (36th) Annual General Meeting ("**AGM / Meeting**") of the members of Patanjali Foods Limited (Formerly known as Ruchi Soya Industries Limited) ("**the Company**") will be held on Thursday, the September 29, 2022 at 2.00 PM through video conferencing ("**VC**")/ other audio visual means ("**OAVM**") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on preference shares and equity shares for the year ended March 31, 2022.
3. To appoint a director in place of Shri Acharya Balkrishna (DIN: 01778007) who, retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint M/s Chaturvedi & Shah LLP, Chartered Accountants as statutory Auditor of the Company.

To consider and if thought fit to pass the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of section 139, section 142 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Chaturvedi & Shah LLP, Chartered Accountants (Firm Registration No.: 101720W/W100355) be and are hereby re-appointed as the Statutory Auditors for conducting audit of the

Company for a term of 5 (five) consecutive years, who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the 41st Annual General Meeting of the Company at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT any of the directors of the Company, Shri Kumar Rajesh, Chief Financial Officer and Shri Ramji Lal Gupta, Company Secretary of the Company be and are hereby severally and/ or jointly authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to relevant authorities so as to give effect to this resolution."

SPECIAL BUSINESS:

5. **To re-appoint Shri Ram Bharat (DIN: 01651754), as Managing Director of the Company**

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of the section 149, section 152, section 197, section 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with the Companies (Appointment and Qualification of Directors) Rule, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") {including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force}, and upon recommendation of the Nomination & Remuneration Committee and the

Board of Directors, Shri Ram Bharat (DIN: 01651754), who was appointed as Managing Director to hold office as such up to December 17, 2022, be and is hereby re-appointed as Managing Director of the Company, not liable to retire by rotation, for a further term of five years from December 18, 2022 to December 17, 2027 with a remuneration of Re. 1.00 (Rupee One Only) per annum, on the terms and conditions as set out in the explanatory statement annexed to the Notice, with a liberty to the Board of Directors (hereinafter referred to as “the Board” which shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/ or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197, read with Schedule V to the Act and rules made thereunder or any statutory amendment(s), modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT any of the directors of the Company, Shri Kumar Rajesh, Chief Financial Officer and Shri Ramji Lal Gupta, Company Secretary of the Company be and are hereby severally and/ or jointly authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution.”

6. **To appoint Shri Girish Kumar Ahuja (DIN: 00446339), as the Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of section 149, section 150, section 152, schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) {including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force}, and upon recommendation of the Nomination & Remuneration Committee and the Board of Directors, Shri Girish Kumar Ahuja, aged 76 years (approx.) who was appointed as Independent Director of the Company for a period of three (3) consecutive years to hold as such up to December 17, 2022 and who has

submitted the declaration that he meets the criteria of independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from December 18, 2022 to December 17, 2027.

RESOLVED FURTHER THAT any of the directors of the Company, Shri Kumar Rajesh, Chief Financial Officer and Shri Ramji Lal Gupta, Company Secretary of the Company be and are hereby severally and/ or jointly authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution.”

7. **To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2023**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 148 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rule 14 of the Companies (Audit and Auditors) Rules, 2014 {including any statutory amendments(s), modification(s) or re-enactment(s) thereof, for the time being in force}, the remuneration payable to M/s. K.G. Goyal & Co., Cost Accountants (Firm Registration No.000017), appointed by the Board of Directors of the Company, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023, amounting to ₹ 4,40,000/- (Rupees Four Lakh Forty Thousand Only) plus applicable taxes thereon and re-imbursalment of out-of-pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT Shri Ram Bharat, Managing Director, Shri Kumar Rajesh, Chief Financial Officer and Shri Ramji Lal Gupta, Company Secretary of the Company, be and are hereby severally and/ or jointly authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution.”

8. **To grant omnibus approval for related party transactions with Patanjali Ayurved Limited**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in supersession of the resolution passed by the shareholders through postal ballot on June 22, 2022 for omnibus approval of transactions with Patanjali Ayurved Limited, a related party, up to ₹ 950 Crore (Rupees Nine Hundred Fifty Crore only) during financial year 2022-23, and pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), various circulars issued by SEBI, the applicable provisions of the Companies Act, 2013 along with the rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, the Company’s Policy on materiality of related party transactions and on dealing with related party transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the shareholders of the Company be and is hereby accorded to the Company for entering into and/or continuing to enter into transaction(s) with Patanjali Ayurved Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, for sale/ purchase of goods, packing materials, rendering of services and other transactions in the ordinary course of business of the Company at arm’s length basis, from time to time, during the financial year ending March 31, 2023 upto an amount not exceeding ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crore only) on such terms and conditions as may be

decided by the Audit Committee / Board of Directors of the Company as they may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers conferred on it to any Committee of Directors and/or Managing Director of the Company and to do all such acts, deeds, matters and things and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Audit Committee and by the Board, in connection with any matter authorised, referred to, or contemplated in the resolution passed by the shareholders through postal ballot on June 22, 2022 for omnibus approval of transactions with Patanjali Ayurved Limited, a related party, up to ₹ 950 Crore (Rupees Nine Hundred Fifty Crore only) during financial year 2022-23, shall remain valid and be and are hereby approved, ratified, and confirmed in all respects.”

By Order of the Board of Directors
For **Patanjali Foods Limited**

(Formerly known as Ruchi Soya Industries Limited)

Place : Mumbai

Date : August 10, 2022

Registered Office:

“Ruchi House”, Royal Palms,
Survey No. 169, Aarey Milk Colony,
Near Mayur Nagar, Goregaon (East),
Mumbai - 400065, Maharashtra, India

Ramji Lal Gupta

Company Secretary

NOTES:

1. An Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 (“**the Act**”), setting out the material facts in respect of the Special Business to be transacted at the Annual General Meeting (“**AGM / Meeting**”) is annexed hereto. Further details as required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) in respect of the directors seeking appointment/ re-appointment at the AGM, given as an annexure to Explanatory Statement and the same shall form part of the Explanatory Statement pursuant to the provisions of Section 102 of the Act and Notice.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“**MCA**”), vide its General Circular No. 2/2022 dated May 05, 2022 read together with General Circular No. 20/2020 dated May 05, 2020, General Circular No. 2/2021 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**”) and other applicable circulars issued by the Securities and Exchange Board of India (“**SEBI**”), has permitted the Companies to conduct the AGM during the calendar year 2022, for the financial year ended / ending any time before / on March 31, 2022 through video conferencing (“**VC**”) or other audio visual means (“**OAVM**”) as per the respective due dates by December 31, 2022, without physical presence of the Members at a common venue.

3. In compliance with applicable provisions of the Act read with the MCA Circulars and Listing Regulations, the 36th AGM of the Company is being conducted through VC/ OAVM. In accordance with the provisions of Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance/ Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
4. The Company has appointed National Securities Depository Limited (“NSDL”) to provide VC/ OAVM facility for the AGM.
5. Pursuant to the General Circular No. 14/2020 dated April 08, 2020, issued by MCA, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, in pursuance of section 112 and section 113, the Institutional/ Corporate Shareholders are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate there at and cast their votes through e-Voting. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Corporate members/ Societies/ Trusts intending to send their authorized representative to attend the AGM through VC/ OAVM facility, are requested to send a duly certified copy of Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the AGM.
7. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. **Electronic dispatch of Annual Report and process for registration of email id for obtaining copy of Annual Report:**
 - (i) In compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors and Auditor or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). The Notice calling the AGM and the Annual Report 2021-22 has been uploaded on the website of the Company at www.patanjalifoods.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The same is also available on the website of NSDL at www.evoting.nsdl.com.
 - (ii) Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at secretarial@patanjalifoods.co.in or Share Transfer Agent at investors@sarthakglobal.com along with the copy of the signed request letter mentioning the name, demat account number/ folio number, email id, mobile number and address of the Member, self-attested copy of the PAN card and of any document (e.g.: Driving License, Election Identity Card, Passport) as supporting documents. Members holding shares in dematerialized mode are requested to register/ update their email addresses with the relevant Depository Participants.
9. **Procedure to raise questions / seek clarifications with respect to annual report:**
 - (i) Members who wish to express their views / ask questions during the AGM may register themselves as a speaker by sending their request and questions in advance atleast seven (7) days prior to AGM mentioning their name, demat account number/ folio number, email id, mobile number at secretarial@patanjalifoods.co.in.
 - (ii) Members who wish to express their views / have queries may send their queries in advance atleast seven (7) days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at secretarial@patanjalifoods.co.in. These queries will be replied by the Company suitably by email.
 - (iii) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

10. Instructions to Members for remote e-voting and joining virtual meeting:

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
2. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
4. In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.patanjalifoods.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evoting.nsdl.com.
5. Members whose name are recorded in the Register of Members or in the Register of Beneficial

Owners by the Depositories as on cut-off date i.e. Thursday, September 22, 2022 shall be entitled to avail the facility of remote e-voting as well as e-voting during AGM. Any receipt of the Notice, who has no voting rights as on the cut-off date shall treat this Notice as intimation only.

6. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of AGM and prior to the cut-off date i.e. Thursday, September 22, 2022 shall also be entitled to exercise his/ her vote either electronically i.e. remote e-voting or e-voting during AGM by following the procedure mentioned hereunder.
7. A dividend of ₹ 5/- per equity share has been recommended by the Board of Directors for the financial year ended March 31, 2022, subject to approval of the members at this Meeting. The Register of Members and Share Transfer Book of the Company will remain closed from Tuesday, September 27, 2022 to Thursday, September 29, 2022 (both days inclusive) for determining the entitlement of the members to the dividend, for financial year ended March 31, 2022.
8. The cut-off date for the purpose of determining entitlement of shareholders/members to dividend for the financial year ended March 31, 2022, if approved at the AGM, is Monday, September 26, 2022.
9. Dividend as recommended by the Board of Directors, if declared at the AGM, shall be dispatched/remitted commencing from the day after the AGM i.e. September 30, 2022.
10. Members holding shares in demat form are hereby informed that bank particulars registered with their respective DPs with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change or updation of bank particulars. Such changes/updation are to be intimated only to the DPs of the Members. In case, the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant/demand draft to such shareholders.

11. If the final dividend, as recommended by Board of Directors, is approved at the AGM, payment of such dividend will be subject to deduction of tax at source:
 - i. To all beneficial owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively referred to as “Depositories” as of end of day on Monday, September 26, 2022
 - ii. To all shareholders / members in respect of shares held in physical form after giving effect to valid transfer in respect of transfer requests lodged with the Company/RTA as of the close of business hours on Monday, September 26, 2022

12. Pursuant to Finance Act, 2020, dividend income is taxable in the hand of shareholders with effect from April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendment thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and RTA (if shares held in physical form).

Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source to investors@sarthakglobal.com on or before September 10, 2022. Shareholders are requested to note that in case their PAN is registered, the tax will be deducted at 10%, otherwise it will be deducted at 20%.

Non-resident shareholders {including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)} can avail beneficial rate under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Owner Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholders may submit the above documents to investors@sarthakglobal.com The aforesaid

declarations and documents need to be submitted by the shareholders on or before September 10, 2022.

13. The Company, for sending Notices/communications will use the details of address registered with the NSDL/CDSL and downloaded by RTA from the respective Depository. Shareholders holding shares in electronic form are hereby informed that their address registered in Demat Account should be updated with respective Depository Participant so as to get update immediately. The Company or its RTA cannot act on any request received directly from the Shareholders holding shares in electronic form for any change of address. Such changes are to be advised only to the Depository Participant of the Shareholders.

11. **The instructions for shareholders for e-voting and joining virtual meetings are as under:**
 - (i) The voting period begins on Monday, the September 26, 2022 at 09.00 AM and ends on Wednesday, the September 28, 2022 at 05.00 PM. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, September 22, 2022 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
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Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
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NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/ Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 5. Upon confirmation, the message “Vote cast successfully” will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pddiwan@yahoo.co.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self -attested

scanned copy of Aadhar Card) by email to secretarial@patanjalifoods.co.in or investors@sarthakglobal.com.

2. In case shares are held in demat mode, please update your email id and mobile no. with your respective Depository Participant (DP). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting

system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. 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 in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants 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.
 5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@patanjalifoods.co.in. The same will be replied by the company suitably.
- 12. Procedure for inspection of Documents:**
- (i) All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on secretarial@patanjalifoods.co.in.
 - (ii) Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, can send an email at secretarial@patanjalifoods.co.in.

The Register of Directors and KMPs and their shareholding maintained under section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.

13. General Information:

- (i) The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date, i.e. Thursday, September 22, 2022.
- (ii) Once the vote on a resolution is cast by the member, he/she will not be allowed to change it subsequently or cast the vote again.
- (iii) Sarthak Global Limited, 170/10, Film Colony, R.N.T. Marg, Indore 452001 (M.P.) is the Share Transfer Agent of the Company. Sarthak Global Limited is also the depository interface of the Company with both NSDL and CDSL. Members are requested to address all correspondence to the said Share Transfer Agent.
- (iv) The Company has appointed CS Prashant Diwan, Practicing Company Secretary, as Scrutinizer to scrutinize the remote e-voting process and e-voting system at the AGM in a fair and transparent manner.
- (v) Members who wish to claim their dividends that remained unpaid / unclaimed, are requested to correspond with the Company or to the Share Transfer Agent. The amount of dividend remaining unpaid /unclaimed for a period of seven (7) years from the due date is required to be transferred to the Investor Education and Protection Fund(“IEPF”), constituted by the Central Government. The Company had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to dividend for the financial year 2013-14 to the IEPF within the stipulated time period during the year.
- (vi) Members are requested to note that shares on which dividend remains unpaid / unclaimed for a period of seven (7) consecutive years, will also be transferred to the IEPF in terms of the provisions of Section 124 of the Act and the applicable rules made thereunder.
- (vii) Regulation 40 of the Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its circular dated January 25, 2022, has clarified that listed Companies, with immediate effect, shall issue the securities only in demat mode while processing investor services requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/consolidation of share certificates, etc. In view of this, Members holding shares in physical form are requested to submit duly filled form ISR-4 to M/s Sarthak Global Limited, RTA at 170/10, R.N.T. Marg, Film Colony,

Indore – 452001 or by email to investors@sarthakglobal.com for the above mentioned service request. Further to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding equity shares in physical form are requested to consider converting their holding to demat mode.

- (viii) **Furnishing PAN, KYC, Bank Details and Nomination by Shareholders :** SEBI has issued Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 and Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 for Common and Simplified Norms for processing investor’s services request by Registrar and Share Transfer Agents (RTAs) and norms for furnishing PAN, KYC details and Nomination, freezing of folios without valid PAN, KYC details; compulsory linking of PAN and Aadhar by Shareholders holding shares in physical form, among others.

Company has also sent an individual letter to physical shareholders requesting them to furnish PAN, KYC details and Nomination to avoid freezing of their folios. Specimen copy of letter and prescribed formats for KYC and Nomination are available on website of Company under “Update of KYC” section at <http://www.patanjalifoods.com/kycUpdate.php>

Freezing of Folios without PAN, KYC details and Nomination: Folios wherein any one of the above mentioned documents/details are not available on or after April 1, 2023, shall be frozen by RTA/Company in terms of said Circulars. The frozen folios will be referred by RTA/Company to the administering authority under the Benami Transaction (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

Compulsory linking of PAN and Aadhaar by all shareholders in physical mode: From Ma^{ch} 31, 2022 or any other dates as may be specified by the Central Board of Direct Taxes (“CBDT”), RTA will accept only valid PANs and also verify that the PAN in the existing folios are valid i.e. linked to the Aadhaar number of the Shareholder. The folios wherein PAN is not valid as on the notified cut-off date of Ma^{ch} 31, 2022 or any other date as may be specified by the CBDT, will also be frozen.

Shareholders may note that in terms of the above mentioned Circulars, w.e.f. January 1, 2022, RTA of the Company will not process any service request or complaint from Shareholder(s) / claimant(s) unless PAN, KYC and Nomination documents/details are available.

(ix) Dematerialization of Physical Holdings – A Special Request

SEBI vide its Press Release No. 12/2019 dated March 27, 2019 has decided that except in case of transmission or transposition of securities, request for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository w.e.f. April 1, 2019. Hence, we request the shareholders to demat their physical holding immediately.

In terms of Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, transfer of securities held in physical mode has been discontinued w.e.f. April 1, 2019. Accordingly transfer of shares can be done only if the shares are held in demat form.

Further, SEBI vide Circular No. SEBI/HO/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, decided that listed Companies while processing request for issue of duplicate share certificate, transmission, transposition, etc., shall henceforth issue the securities in demat form only. Shareholders/claimants may submit above requests in duly filled Forms ISR-4 along with documents mentioned therein. Form ISR-4 can be downloaded from the website of the Company at <http://www.patanjalifoods.com/kycUpdation.php>

In view of above, we request all shareholders of the Company, who hold the shares in physical form to kindly dematerialize their shares.

(x) Members holding shares in electronic form are requested to provide their e-mail address, details relating to nomination, mobile number and bank details to their Depository Participant(s) (“DP”) in case the same are not updated.

(xi) Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM. In case any Institutional Member, facing issues for participating in AGM can write to secretarial@patanjalifoods.co.in.

(xii) The Scrutinizer shall after the conclusion of e-voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, within two working days of conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall counter sign the same and declare the result of the voting forthwith.

(xiii) Shareholders are requested to invariably quote their respective folio number/s (for those holding shares in physical form) and their respective DP Id / Client Id number (for those holding shares in electronic/demat form) in any correspondence with the Company or Company’s Registrar and Share Transfer Agent.

(xiv) The result shall be declared on or after the date of the Annual General Meeting of the Company and shall be deemed to be passed on the date of the Meeting. The result declared, alongwith the Report of the Scrutinizer shall be placed on the website of the Company at www.patanjalifoods.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing in that behalf. The result shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.

(xv) Since the AGM is being conducted through VC / OAVM, the Route Map is not annexed to this Notice.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Explanatory statement for item no. 4 is being provided in accordance with Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”).

In accordance with the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rule, 2014, M/s Chaturvedi & Shah LLP, Chartered Accountants, Firm Registration No. 101720W/W100355 were appointed as the Statutory Auditors of the Company at the 31st AGM to hold office till the conclusion of 36th AGM of the Company. Accordingly, M/s Chaturvedi & Shah LLP would be completing their first term of five (5) years at the conclusion of this AGM.

In accordance with the provisions of the section 139(2) of the Act, a listed Company can re-appoint an audit firm as auditor for not more than two terms of five (5) consecutive years. M/s Chaturvedi and Shah LLP has completed only one term of five (5) years and accordingly the Board, on recommendation of the Audit Committee, has further recommended the re-appointment of M/s Chaturvedi & Shah LLP for a second term of five years for conducting statutory audit of the Company and to hold office from the conclusion of the 36th AGM till the conclusion of 41st AGM at such remuneration and on such terms and conditions to be mutually agreed between the Board of Directors of the Company and the Auditors, which shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The firm has offices in various cities across the country and is a multi-disciplinary Audit Firm catering to various clients in diverse sectors. M/s Chaturvedi & Shah LLP has provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the ‘Peer Review Board of ICAI’.

The Company has received confirmation and consent from M/s Chaturvedi & Shah LLP that they are eligible for re-appointment, under section 139 and 141 of the Act. Considering the past performance, experience and expertise of M/s Chaturvedi and Shah LLP, and based on the recommendation of the Audit Committee, the Board recommends re-appointment of statutory auditors, as set out in the resolution at Item No. 4, for approval of the members as an ordinary resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 5

Shri Ram Bharat was appointed as Wholetime Director with effect from December 18, 2019 and designated as Managing Director by the Board of Directors on August 19, 2020 to hold office from August 19, 2020 to December 17, 2022 and the same was confirmed by the shareholders at 34th AGM of the Company held on December 21, 2020. His term of appointment is expiring on December 17, 2022 and hence, requires approval of shareholders for his re-appointment as Managing Director of the Company for a further period of five years.

The particulars and terms of appointment and remuneration payable to Shri Ram Bharat are as under:

- a. Salary: Re. 1 (Rupee One) per annum
- b. Perquisites and Allowances: Nil
- c. Contribution to provident fund, superannuation or annuity fund, gratuity etc.: Nil
- d. Remuneration based on net profit: Nil
- e. Increment / Incentive / ESOP etc.: Nil
- f. Reimbursement of Expenses: Nil
 - (i) The Managing Director shall perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the board of directors from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the board of directors and the functions of Managing Director will be under the overall authority of the board of directors.
 - (ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in section 166 of the Act with regard to duties of directors.
 - (iii) The Managing Director shall adhere to the Code of Conduct and other policies made by the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Shri Ram Bharat as Managing Director.

Shri Ram Bharat satisfies all the conditions set out under section 196(3) of the Act and under Part-I of the Schedule V to the Act, being eligible for reappointment as Managing Director.

The above may be treated as written memorandum setting out the terms of appointment of Shri Ram Bharat under section 190 of the Act.

Except Shri Ram Bharat, being an appointee and Shri Swami Ramdev, elder brother of Shri Ram Bharat and their respective relatives, none of the other directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 for the approval of members.

Item No. 6

Shri Girish Kumar Ahuja was appointed as an Independent Director at 34th AGM of the Company for a term of three (3) consecutive years w.e.f. December 18, 2019 to December 17, 2022. The term of his appointment is expiring on December 17, 2022. Hence his re-appointment as Independent Director of the Company for a further period of five years requires approval of shareholders.

The Company has received a notice in writing under section 160 of the Act from a member of the Company, proposing candidature of Shri Girish Kumar Ahuja as Director of the Company. The Company has also received a declaration of Independence under section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") from him. Shri Girish Kumar Ahuja is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as Director. A copy of the Letter of Appointment of Shri Girish Kumar Ahuja as Non-Executive Independent Director of the Company, is available for inspection through electronic mode on the basis of request being sent to secretarial@patanjalifoods.co.in.

Shri Girish Kumar Ahuja is an eminent personality. His professional profile, proven experience in business domain will add value to the Company and deliver good payoffs to shareholders in the form of improved valuations & sound governance practices etc. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Shri Girish Kumar Ahuja as an Independent Director. In the opinion of the Board of Directors, Shri Girish Kumar Ahuja fulfils the conditions specified in the Act and the rules made thereunder for his appointment as Independent Director of the Company and

that the proposed Director is Independent of the Management of the Company.

Further, pursuant to Regulation 17(1A) of the Listing Regulations, consent of the Members by way of Special Resolution is required for continuation of a non-executive director beyond the age of seventy-five (75) years. Since Shri Girish Kumar Ahuja is of age of 76 years (approx.), the re-appointment of Shri Girish Kumar Ahuja as an Independent Director for a consecutive period of five years from December 18, 2022 to December 17, 2027 in Item No. 6 is proposed to be passed and approved as special resolution.

Pursuant to the requirements of the Act and based on his expertise, knowledge, continued valued guidance to the Management and outcome of the performance evaluation during his first term of three years and the substantial contribution made by him, it is proposed to seek approval of the members by way of Special Resolution to re-appoint Shri Girish Kumar Ahuja, as an Independent Director for a second term of five years commencing from December 18, 2022.

Except Shri Girish Kumar Ahuja, being an appointee and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 6 of the notice.

Item No. 7

The Board of Directors of the Company, on the recommendation of the Audit Committee, at their meeting held on May 18, 2022, approved the appointment and remuneration of M/s. K.G. Goyal & Co., Cost Accountants (Firm Registration No. 000017), to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023 at a remuneration of ₹ 4,40,000/- (Rupees Four Lakh Forty Thousand Only) plus applicable taxes thereon and reimbursement of out-of-pocket expenses.

In terms of the provisions of section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors. In compliance with the General Circular number 20/2020 issued by the Ministry of Corporate Affairs, this item is considered unavoidable and forms part of this Notice.

None of the Directors or Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in this Resolution as set out at Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 for the approval of Members.

Item No. 8

As per the provisions of Section 188 of the Companies Act, 2013 (“the Act”), transactions with related parties which are on an arm’s length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), such transactions which are material as per the provisions of SEBI Listing Regulations require the prior approval of shareholders through a resolution, notwithstanding the fact that the same are on an arm’s length basis and in the ordinary course of business. With effect from April 1, 2022, as per Regulation 23 of SEBI Listing Regulations, a Related Party Transaction will be considered as ‘material’ if the transaction(s), to be entered into, individually or taken together with previous transactions, during a financial year exceeds ₹ 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

The Company has been entering into various transactions of sale/purchase of goods, packing materials, rendering of services and others with Patanjali Ayurved Limited, in its ordinary course of business and on an arms’ length basis. The shareholders of the Company had granted approval for entering into transactions with Patanjali Ayurved Limited (“PAL”) upto an amount

of ₹ 950 Crore (Rupees Nine Hundred Fifty Crore only), in addition to the transaction related to acquisition of food retail business undertaking for ₹ 690 Crore (Rupees Six Hundred Ninety Crore only) from PAL, which was approved separately by the shareholders by way of postal ballot, during the financial year (“FY”) 2022-23. However, all transactions of the Company with PAL, collectively, during FY 2022-23 may exceed the limit approved by shareholders for transactions with PAL.

Therefore, fresh omnibus approval of shareholders for all transactions, of any nature whatsoever in the ordinary course of business, with PAL up to ₹ 1500 Crore (Rupees One Thousand Five Hundred Crore only), in addition to the acquisition of food retail business undertaking for ₹ 690 Crore (Rupees Six Hundred Ninety Crore only) from PAL during FY 2022-23, is being sought under Item no. 8.

The Company has in place a balanced and structured policy and process for approval of Related Party Transactions. The Company’s Policy on materiality of related party transactions and on dealing with related party transactions (“Company’s Policy”) provides the details required to be provided to the Audit Committee for the purpose of review of such transactions and grant their approval for the proposed transactions. A justification for each and every related party transaction is provided to the Audit Committee which enables them to arrive at the decisions in the interest of the Company. Additionally, an update on the actual related party transactions entered into during every quarter is provided to the Audit Committee for review.

Details of the Material Related Party Transactions as required, under SEBI Circular no. SEBI /HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Particulars	Details
1.	Name of the Related Party	Patanjali Ayurved Limited (PAL)
2.	Name of the director or key managerial personnel who is related, if any	Shri Ram Bharat and Shri Acharya Balkrishna
3.	Nature of Relationship	PAL is one of the promoters of the Company. Furthermore, Shri Ram Bharat, Managing Director and one of the promoters of the Company, is also a Director of PAL. Shri Acharya Balkrishna, one of the promoters and Chairman of the Company holds 98.54 % of the paid up equity share capital of PAL.
4.	Type, material terms and particulars of the proposed transaction	Entering into transactions of sale/purchase of goods, packing materials, rendering of services and other transactions, in the ordinary course of business, during the year 2022-23.
5.	Tenure of the proposed transaction	Financial year 2022-23
6.	Value of the proposed transaction	Not exceeding ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crore Only). The proposal seeks to provide enabling authority to the Board and Audit Committee to undertake the transactions with PAL as and when required within, the aforesaid limits and as per the Company’s Policy.
7.	Percentage of the Company’s annual consolidated turnover (approx.) for the year 2021-22	6.25% (Approx.)

Sr. No.	Particulars	Details
8.	Justification as to why the RPT is in the interest of the Company	PAL is having very efficient supply chain and wide sales/procurement network due to its nature of business. For increasing the Company's sales volume and product reach, the sales/supply chain network of the PAL is beneficial for the Company.

The transactions shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company and any subsequent material modification in the proposed transaction, as may be defined by the Audit Committee as a part of Company's Policy, shall be placed before the shareholders for approval in terms of Regulation 23(4) of the SEBI Listing Regulations.

The Board recommends the resolution set out at Item no. 8 for approval of the Shareholders. No member(s) of the Company, who is considered as a related party within the definition of

"related party" as per Listing Regulations, for the purpose of this transaction, shall vote to approve the resolution proposed in Item no. 8 in this notice.

Except as disclosed hereinabove and to the extent of shareholding in the Company, Directors and Key Managerial Personnel of the Company and their respective relatives are not, whether financially or otherwise, concerned or interested, in the resolution set out at item No. 8.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE THIRTY SIXTH ANNUAL GENERAL MEETING

[Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

Shri Acharya Balkrishna (DIN: 01778007), Director

Acharya Balkrishna founded the Divya Yog Mandir Trust in 1995 with Shri Swami Ramdev. He is honoured with "UNSDG 10 Most Influential People in Healthcare" award on May 25, 2019, "Ganga" award by Parmarth Niketan, Rishikesh in June 2018 and "Indian of the year business category -2017" award by CNN News 18 on November 30, 2017. He is known as the follower of spiritual tradition of yoga and Ayurveda in India. Acharya Balkrishna has also supported in the field of indigenous medicine at domestic as well as international level. He is also known as renowned herbal expert.

Shri Acharya Balkrishna has published more than 100 research articles in various national and international journals and more than 100 books are named under him.

Shri Acharya Balkrishna is proposed to be re-appointed as Non- Executive Non-Independent Director of the Company liable to retire by rotation. He was not paid any remuneration by the Company during the year ended March 31, 2022. No remuneration is sought to be paid to him. He attended 14 meetings of the Board during the year ended March 31, 2022.

Age: 50 Years

Qualification: Shri Acharya Balkrishna holds a degree of Doctor of Letters (Yoga) (Honoris Causa) from Swami Vivekananda Yoga Anusandhana Sansthan (deemed university) and degree of Doctor of Letters (Honoris Causa) from Awadhesh Pratap Singh Vishwavidyalaya, Rewa, Madhya Pradesh.

Experience & Nature of expertise in specific functional areas: He is having experience and expertise in the field of Leadership and Management Strategy, Marketing, Logistics, Import & Exports, Commercial including Public Relations, Innovation and Research & Development.

Disclosure of inter-se relationships between Directors and Key Managerial Personnel: None

Shareholding including shareholding as beneficial owner in the Company as on March 31, 2022: Shri Acharya Balkrishna is one of the significant beneficial owners of Patanjali Ayurved Limited (which holds 14,25,00,000 equity shares in the Company), Yogakshem Sansthan (which holds 6,00,00,000 equity shares in the Company) and Patanjali Gramudyog Nayas (which holds 4,00,00,000 equity shares in the Company).

Other Companies (other than Patanjali Foods Limited) in which Shri Acharya Balkrishna holds Directorships: Other Companies in which Shri Acharya Balkrishna holds directorship as on date are as follows:

Patanjali Food and Herbal Park Private Limited, Patanjali Food and Herbal Park Nagpur Private Limited, Patanjali Food and Herbal Park Nodia Private Limited, Patanjali Food and Herbal Park Andhrasansthan, Yogakshem Sansthan, Himalick Herbo

Healthcare Private Limited, Omgreen Agro Private Limited, Patanjali Food and Herbal Park Bundelkhand Private Limited, Gangotri Ayurveda Private Limited, Chaitanya Ayurveda Private Limited, Vedic Broadcasting Limited, Patanjali Aarogya Private Limited, Herbo Yog Gram Private Limited, Patanjali Wellness Limited (Formerly known as Patanjali Aeromatics Private Limited), Social Revolution Media & Research Private Limited, Patanjali Ayurved Limited, Patanjali Ayurveda Private Limited (Nepal).

Listed Companies (other than Patanjali Foods Limited) from which Shri Acharya Balkrishna has resigned in the past three years: Nil

Other Companies (other than Patanjali Foods Limited) in which Shri Acharya Balkrishna holds Membership/ Chairmanship in the Committees of the Board: Nil

Shri Ram Bharat (DIN: 01651754), Managing Director

Shri Ram Bharat took over as the Managing Director of the Company with effect from August 19, 2020 and is driving the Company's agenda for the benefit of all stakeholders with focus on growth, operations and expanding the consumer products portfolio. He possesses strong leadership skills and has a deep understanding of the consumer products portfolio and experience of managing large scale manufacturing operations. He serves on the Board of Directors of various companies and involved in philanthropic and CSR activities.

Shri Ram Bharat is proposed to be re-appointed as Managing Director of the Company, not liable to retire by rotation, for further period of five years. He was paid remuneration of Rs. 1 (Rupee One Only) by the Company during the year ended March 31, 2022 and will continue to be paid in the same manner. He attended 14 meetings of the Board during the year ended March 31, 2022.

Age: 43 Years

Qualifications: High school and intermediate from the Board of High School and Intermediate Education, Uttar Pradesh.

Experience & Nature of expertise in specific functional areas: He is having experience and expertise in the field of Marketing, Logistics, Import & Exports, Commercial including Strategic Planning, Public Relations and Business Development.

Disclosure of inter-se relationships between Directors and Key Managerial Personnel: Shri Ram Bharat is younger brother of Shri Swami Ramdev, Non-Executive Director of the Company.

Shareholding including shareholding as beneficial owner in the Company as on March 31, 2022: Shri Ram Bharat is one of the significant beneficial owners in Patanjali Parivahan Private Limited (which holds 5,00,00,000 equity shares in the Company) and in Patanjali Gramudhyog Nayas (which holds 4,00,00,000 equity shares in the Company).

Other Companies (other than Patanjali Foods Limited) in which Shri Ram Bharat holds Directorships: Other Companies in which Shri Ram Bharat holds directorship as on date are as follows:

Patanjali Natural Biscuits Private Limited, Patanjali Peya Private Limited, Patanjali Biscuits Private Limited, Patanjali Paridhan Private Limited, Gangotri Ayurveda Private Limited, Chaitanya Ayurveda Private Limited, Vedic Ayurved Private Limited, Divya Packmaf Private Limited, Atri Papers Private Limited, Parakram Security India Private Limited, Patanjali Aarogya Private Limited, Herbo Yog Gram Private Limited, Universal T V Network Private Limited, Patanjali Ayurved Limited.

Listed Companies (other than Patanjali Foods Limited) from which Shri Ram Bharat has resigned in the past three years: Nil

Other Companies (other than Patanjali Foods Limited) in which Shri Ram Bharat holds Membership/ Chairmanship in the Committees of the Board: Nil

Shri Girish Kumar Ahuja (DIN: 00446339), Independent Director:

Shri Girish Kumar Ahuja holds a bachelor's degree and master's degree in commerce from Shri Ram College of Commerce, University of Delhi. He also holds a degree of Doctor of Philosophy from University of Delhi. He is a fellow member of the Institute of Chartered Accountants of India and practicing Chartered Accountant for the past 51 years, having consultancy experience in international and domestic taxation. He was member of a committee on direct tax matters constituted by the Government of India. He was a member of Task Force constituted by the Government of India for drafting the New Income Tax Law. Shri Girish Kumar Ahuja was also nominated by the Government of India as part time non-official Director to the Central Board of Directors of State Bank of India. He is consultant on tax matters to various industries and non-profit making organizations. He is the author of 22 books on various aspects of taxation both for students and professionals.

Shri Girish Kumar Ahuja was also nominated as member of high-powered committee formed by Government of India under the Chairmanship of Justice A.P. Shah, Chairman Law Commission to look into (i) issue of applicability of MAT provisions in the case of foreign companies and FIIs (ii) any

other issue relating to applicability of direct tax provisions which may be referred to it by the Government/CBDT from time to time.

Shri Girish Kumar Ahuja is proposed to be re-appointed as Non-Executive Independent Director of the Company for a further term of five years. Except sitting fee, he was not paid any remuneration by the Company during the year ended March 31, 2022 and no remuneration is sought to be paid to him. Shri Girish Kumar Ahuja attended 14 meetings of the Board during the year ended March 31, 2022.

Age: 76 years

Qualification: Shri Girish Kumar Ahuja holds a bachelor's degree and master's degree in commerce from University of Delhi. He did his Ph.D. from University of Delhi. He is also a fellow member of the Institute of Chartered Accountants of India (ICAI).

Experience: He is having experience of about 51 years in international and domestic taxation, joint ventures, financial, regulatory / legal and risk management.

Nature of expertise in specific functional areas: Taxation, Financial, Regulatory / Legal and Risk Management.

Disclosure of inter-se relationships between Directors and Key Managerial Personnel: None

Shareholding including shareholding as beneficial owner in the Company as on March 31, 2022: Nil

Other Companies (other than Patanjali Foods Limited) in which Shri Girish Kumar Ahuja holds Directorships: Other Companies in which Shri Girish Kumar Ahuja holds directorship as on date are as follows:

Flair Publications Private Limited, Amber Enterprises India Limited, RJ Corp Limited, Devyani Food Industries Limited, Unitech Limited, Sidwal Refrigeration Industries Private Limited, Ever Electronics Private Limited, Devyani International Limited and Dharampal Satyapal Limited.

Listed Companies (other than Patanjali Foods Limited) from which Shri Girish Kumar Ahuja has resigned in the past three years: State Bank of India

Other Companies (other than Patanjali Foods Limited) in which Shri Girish Kumar Ahuja holds Membership/ Chairmanship in Committees of the Board:

Following are the committee membership/chairmanship details of Shri Girish Kumar Ahuja as on date:

Chairman – Audit Committee of Amber Enterprises India Limited

Chairman – Audit and CSR Committee of Unitech Limited

Chairman – Audit Committee of Sidwal Refrigeration Industries Private Limited

Chairman – Nomination & Remuneration Committee of Ever Electronics Private Limited

Member – Audit & Risk Management Committee of Devyani International Limited

Member – Nomination and Remuneration Committee of Amber Enterprises India Limited

Member – Audit and Nomination & Remuneration Committee of RJ Corp Limited

Member – Audit & Nomination & Remuneration Committee of Devyani Food Industries Limited

Member – Nomination and Remuneration Committee of Sidwal Refrigeration Industries Private Limited

Member – Audit Committee of Ever Electronics Private Limited

Member – Audit and CSR Committee of Dharampal Satyapal Limited

Member – Stakeholder Relationship Committee of Amber Enterprises India Limited

Skills and capabilities for re-appointment of Shri Girish Kumar Ahuja as Independent Director: Shri Girish Kumar Ahuja is a qualified and practicing Chartered Accountant for the past 51 years, having experience in international and domestic taxation, joint ventures, financial, regulatory / legal and risk management.

Please refer corporate governance report for other details.