



Patanjali Foods Limited

CIN: L15140MH1986PLC038536

Registered Office: 616, Tulsiani Chambers, Nariman Point,

Mumbai - 400021, Maharashtra, India

Email: secretarial@patanjalifoods.co.in Telephone: (+91-22) 22828172 / 69061600

Website: www.patanjalifoods.com

NOTICE OF 38TH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Eighth (38th) Annual General Meeting (“**AGM / Meeting**”) of the members of **Patanjali Foods Limited** will be held on Thursday, the September 26, 2024 at 3.00 PM through Video Conferencing (“**VC**”) / other audio-visual Means (“**OAVM**”) facility, 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, 2024 and the Report of the Board of Directors and Auditors thereon.
2. To confirm the interim dividend of 0.0001% on 1,79,22,540 Cumulative Redeemable Non-Convertible Preference Shares of ₹ 100/- each and ₹ 6/- per equity share on 36,19,18,554 (net of 76,299 treasury shares) equity shares of ₹ 2/- each for the financial year ended March 31, 2024.
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.

SPECIAL BUSINESS:

4. **To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2025**

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, 2025, amounting to ₹ 5,00,000/- (Rupees Five Lakhs Only) plus applicable taxes thereon and reimbursement 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 Sanjeev Kumar Asthana, Chief Executive Officer, Shri Kumar Rajesh, Chief Financial Officer and Shri Ramji Lal Gupta, Company Secretary of the Company, be and are hereby severally authorised 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.”

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

Place : Mumbai
Date : July 19, 2024

Ramji Lal Gupta
Company Secretary

Registered Office:
616, Tulsiani Chambers, Nariman Point,
Mumbai – 400021, Maharashtra
CIN: L15140MH1986PLC038536
Email: secretarial@patanjalifoods.co.in
Website: www.patanjalifoods.com

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 director seeking re-appointment at the AGM, is 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. The Government of India, Ministry of Corporate Affairs (“**MCA**”), vide its General Circular No. 09/2023 dated September 25, 2023 read with the circulars issued earlier on the subject (collectively referred to as “**MCA Circulars**”) and SEBI vide its Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 read with the circulars issued earlier on the subject (collectively referred to as “**SEBI Circulars**”), have permitted Companies to conduct their AGM through video conferencing (“**VC**”) or other audio visual means (“**OAVM**”) before September 30, 2024, 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 38th AGM of the Company is being conducted through VC / OAVM. In accordance with the provisions of Secretarial Standard-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 thereat and cast their votes through e-Voting. Hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Corporate members/Societies/Trust intending to send their authorised representative to attend the AGM through VC / OAVM facility, are requested to send a duly certified copy of Board Resolution to the Company, authorising their representative to attend and vote on their behalf at the AGM.
7. In the case of joint holders, the member whose name appears as the first in the order of names as per the Register of Members of the Company or list of beneficial owners provided by Depositories, will be entitled to vote at 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 Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, 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 2023-24 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 (eg.: Driving License, Election Identity Card, Passport) as supporting documents. Members holding shares in dematerialised 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 at least 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 at least 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 to 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 authorised 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 Ministry of Corporate Affairs (MCA) Circular, 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) i.e. www.evoting.nsdl.com.

5. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owner by the Depositories as on cut-off date i.e. Tuesday, September 17, 2024 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. Tuesday, September 17, 2024 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. 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 updated 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, September 23, 2024 at 09.00 AM and ends on Wednesday, September 25, 2024 at 05.00 PM. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Tuesday, September 17, 2024 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 at the meeting venue.

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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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.com or call at 022 - 4886 7000
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 toll free no. 1800 22 55 33

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.com 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.
- 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.
 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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser 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 022 - 4886 7000 or send a request to Ms. Prajakta Pawle 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

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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 provide DPID/Client ID (16 digit DPID + Client ID or 16 digit

beneficiary ID), Name, Client Master copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@patanjalifoods.co.in or investors@sarthakglobal.com. 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 09, 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.

THE 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. Members 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"** 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 the 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.

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 during AGM.

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. September 17, 2024.
- (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 Share Transfer Agent.
- (iv) The Company has appointed CS Prashant Diwan, Practicing Company Secretary, as Scrutiniser to scrutinise 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 Registrar and Share Transfer Agent of the Company. 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 up to the financial year 2014-15 to the IEPF.

- (vi) 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 25 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.

- (vii) **Mandatory furnishing of PAN, KYC, Nomination and Bank details by Members:** SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 read with Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 has mandated listed entities, to ensure that shareholders holding equity shares in physical form shall update their PAN, Choice of Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank Account details (if not updated or provided earlier) through their Registrar and Share Transfer Agent (“RTA”). In line with the same, the Company has sent individual letters to all the Members holding shares of the Company in physical form to furnish the required details to the Company’s RTA on e-mail ID: investors@sarthakglobal.com. Specimen copy of letter and prescribed formats for KYC and Nomination is available on website of the Company under “Updation of KYC” section at <https://www.patanjalifoods.com/Investors.php>. Service request or investor complaint from any member, cannot be processed by RTA until registration/updation of PAN, KYC, Nomination and Bank account details in the records of Company’s RTA.

The security holder(s) whose folio(s) do not have PAN, Choice of Nomination, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible:

- to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination.
- for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024.

Accordingly, to update the KYC details with the RTA/ Company or intimate about change in their KYC, the following procedure may be followed by the members:

Demat Holding:

Update the PAN and KYC (i.e. postal address with pin code, email address, mobile number, bank account details) through your Depository Participants (DPs).

Physical Holding:

PAN and KYC documents can be sent directly to the RTA in any of the following manner:

- **Through ‘In Person Verification’ (IPV):** Shareholders can submit their required documents at the office of the RTA.
- **Through Post:** Shareholders can send duly self-attested and dated hard copies of the required documents to the RTA at 170/10 R.N.T. Marg, Film Colony, Indore – 452001.
- **Electronic Mode:** Shareholders can send the required documents with E-sign from their registered email ID, as prescribed by SEBI.

Compulsory linking of PAN and Aadhaar by all shareholders of physical securities:

- a) SEBI has issued a Press Release dated March 08, 2023 advising all investors to ensure linking of their PAN with Aadhaar number prior to March 31, 2023, for continual and smooth transactions in securities market and to avoid consequences of non-compliance with the Central Board of Direct Taxes (CBDT) circular, as such accounts would be considered non-KYC compliant, and there could be restrictions on securities and other transactions until the PAN and Aadhaar are linked.
- b) The Central Board of Direct Taxes, vide its Press Release dated March 28, 2023, has extended the date for linking PAN with Aadhaar number to June 30, 2023. Accordingly, from July 01, 2023 or any other date as may be specified by the CBDT, RTAs shall accept only operative PAN (i.e., linked with Aadhaar number).
- c) The requirement of existing investors to link their PAN with their Aadhaar number is not applicable for Non-Resident Indians (NRI), Overseas Citizens of India (OCI) unless the same is specifically mandated by CBDT, Ministry of Finance / any other Competent Government authority.

(viii) **Dematerialisation 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 dematerialised form with a depository w.e.f. April 01, 2019. Hence, we request the shareholders to demat their physical holding immediately.

In terms of Regulation 40(1) of the Listing Regulations, transfer of securities held in physical mode has been discontinued. 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 the 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 https://www.patanjalifoods.com/kycupdate/Form_ISR-4.pdf

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

(ix) **Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal:**

This is to inform the members that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.

SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023 has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

- (x) Members holding shares in electronic form are requested to update 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 Scrutiniser 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 at least two witnesses not in the employment of the Company and shall make, within two working days of conclusion of the Meeting, a consolidated Scrutiniser's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign 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 results shall be declared on or after the date of the Annual General Meeting of the Company and the resolutions shall be deemed to be passed on the date of the Meeting. The results declared, along with the Report of the Scrutiniser 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 authorised by him. The results 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

The Board of Directors of the Company, on the recommendation of the Audit Committee, at their respective meetings held on July 01, 2024, 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, 2025 at a remuneration of ₹ 5,00,000/- (Rupees Five Lakhs Only) plus applicable taxes thereon and re-imbursalment 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, the consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in this resolution as set out in Item No. 4 of the Notice.

The Board recommends the ordinary resolution set out at Item No. 4 for the approval of Members.

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE THIRTY EIGHTH 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), Non-executive Director

Experience (including expertise in specific functional area)

/ Brief Resume & Qualification: Acharya Balkrishna is the Chairman and Non-Executive Non-Independent Director of the Company. He 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. He is the general secretary of Divya Yog Mandir Trust. He joined Patanjali Ayurved Limited on January 13, 2006. He has been instrumental in the promotion and formation of Patanjali Ayurved Limited and became the Managing Director of Patanjali Ayurved Limited. He has received the “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.

Age: 52 years

Nature of expertise in specific functional areas: Leadership and Management Strategy, Marketing, Commercial including Public Relations, Business Development, Innovation and Research & Development.

Terms and Conditions of Re-appointment: In terms of Section 152(6) of the Companies Act, 2013, Acharya Balkrishna who has been appointed as the Chairman and Non-Executive Non-Independent Director is liable to retire by rotation in the ensuing AGM.

Date of first appointment by the Board: December 18, 2019

Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable: Not Applicable

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

Shareholding including shareholding as beneficial owner in the Company as on March 31, 2024: 31.90%

The number of Meetings of the Board attended during the year: 5 (Five)

List of Companies (other than Patanjali Foods Limited) in which Shri Acharya Balkrishna holds Directorships: Gangotri Ayurveda Private Limited, Himalick Herbo Healthcare Private Limited, Patanjali Ayurved Limited, Patanjali Food & Herbal Park Andhra Sansthan, Patanjali Food & Herbal Park Nagpur Private Limited, Patanjali Food & Herbal Park Noida Private Limited, Vedic Broadcasting Limited, Yogakshem Sansthan and Patanjali Ayurved Private Limited (Nepal).

List of Companies (other than Patanjali Foods Limited) from which Shri Acharya Balkrishna has resigned in the past three years: Chaitanya Ayurveda Private Limited, Herbo Yog Gram Private Limited, Omgreen Agro Private Limited, Patanjali Aarogya Private Limited, Patanjali Food & Herbal Park Bundelkhand Private Limited, Patanjali Food & Herbal Park Private Limited, Patanjali Media Private Limited and Patanjali Wellness Limited.

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

Member – Corporate Social Responsibility Committee of Patanjali Ayurved Limited.

Skill and capabilities for re-appointment of Shri Acharya Balkrishna as Director: Leadership and Management Strategy, Marketing, Commercial including Public Relations, Business Development, Innovation and Research & Development.