



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 POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

Notice is hereby given that the resolution set out below are proposed for approval by the members of Patanjali Foods Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023 and No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India (‘SEBI’), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution proposed in this Postal Ballot Notice is also attached.

The Board of Directors has appointed CS Prashant Diwan, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	09:00 A.M. (IST) on Wednesday, July 23, 2025
End of e-voting:	05:00 P.M. (IST) on Thursday, August 21, 2025



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The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman or Managing Director of the Company or any person authorised by him. The results of e-voting will be announced on or before Saturday, August 23, 2025, and will be displayed on the Company's website at www.patanjalifoods.com and same shall also be available on the website of NSDL (agency for providing the remote e-Voting facility) at www.evoting.nsdl.com. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

SPECIAL BUSINESS:

1. TO CONSIDER AND APPROVE ISSUANCE OF BONUS SHARES:

To consider and pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 63 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act read with Rules made thereunder, and Articles of Association of the Company and in accordance with applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Foreign Exchange Management Act, 1999 (“FEMA”) and all other applicable Regulations, Rules and guidelines issued from time to time by Securities and Exchange Board of India (“SEBI”) and the Reserve Bank of India (“RBI”) and other statutory/regulatory authorities (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof for the time being in force) and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and Lenders and modifications, if any, as may be specified by them while according such approvals, consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (‘the Board’, the term which shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of a sum not exceeding ₹ 146 Crore (Rupees One Hundred Forty Six Crore Only) out of Capital Redemption Reserve and/or Securities Premium received in cash and / or General Reserve of the Company, as may be considered appropriate by the Board of the Company, for the purpose of the issuance of Bonus Shares in the proportion of 2:1 i.e. 2 (Two) new fully paid-up Equity Shares of ₹ 2/- (Rupees Two Only) each for every 1 (One) existing fully paid-up Equity Share of ₹ 2/- (Rupees Two Only) each to the eligible Shareholders of the Company whose names appear in the Register of Shareholders of the Company/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the ‘Record Date’ as may be fixed by the Board or Management and that the new Bonus Shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Shareholder and not as income in lieu of dividend credited;



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RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares and the new Equity Shares of ₹ 2/- (Rupee Two Only) each to be issued and allotted as Bonus Shares shall be issued in dematerialized form only and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the existing fully paid-up Equity Shares of the Company;

RESOLVED FURTHER THAT pursuant to SEBI ICDR Regulations, the allotment of shares in Bonus Issue shall be made only in dematerialized form and thus in the case of Shareholders who hold Equity Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Shareholders with their respective Depository Participant(s) and in the case of Shareholders who hold Equity Shares in physical form, the Bonus Shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to the guidelines issued by SEBI, in this regard;

RESOLVED FURTHER THAT the issue and allotment of new Bonus Shares to the extent that they relate to Non-Resident [including Non-Resident Indians (“NRIs”), Overseas Citizen of India (OCI),], Foreign Portfolio Investors (“FPIs”), Persons of Indian Origin (PIO), Foreign Institutional Investors and other foreign Shareholders of the Company, shall be subject to the approval, if any, of the RBI under the FEMA and other applicable rules/regulations/guidelines issued/amended by RBI from time to time, in this regard;

RESOLVED FURTHER THAT the Board or Nomination and Remuneration Committee of the Board be and is hereby authorised to make appropriate adjustments due to bonus issue of equity shares, to the stock options granted under the PFL Employee Stock Option Plan 2023, pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, such that the exercise price for all outstanding stock options (vested but not exercised and unvested stock options), the number thereof and the number of stock options available for future grant(s) as on the Record Date shall be proportionately adjusted;

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 & Compliance Officer of the Company be and are hereby severally authorised to determine the record date for the purpose of issue and allotment of Bonus Shares including to alter/modify/extend the calendar of events;

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 & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including but not limited to execution and filing of all such documents, instruments and writings as may be required; filing of any documents with the SEBI, Stock Exchanges, Depositories, Ministry of Corporate Affairs and/or any concerned authorities; applying and seeking necessary approvals from the authorities; to settle any question,



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difficulty or doubt that may arise in this regard, to take necessary steps for listing of Bonus Shares so allotted on the Stock Exchanges where the shares of the Company are listed as per applicable laws, rules, regulations and guidelines and to do such acts as they may in their sole and absolute discretion deem necessary or desirable for such purpose, expedient or incidental to give effect to this resolution in connection with such alteration or any matters incidental thereto without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

Date: July 17, 2025

Place: Mumbai

Sd/-
Ramji Lal Gupta
Company Secretary and Compliance Officer

Registered Office:

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NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, July 18, 2025 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company’s website at www.patanjalifoods.com, 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, and on the website of NSDL (agency for providing the remote e-Voting facility) at www.evoting.nsdl.com.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.patanjalifoods.com) duly filled and signed along with requisite supporting documents to Sarthak Global Limited, 170/10, Film Colony, R.N.T. Marg, Indore 452001 (M.P.)
5. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off date i.e. Friday, the July 18, 2025, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off date, should treat this Postal Ballot Notice for information purpose only.
6. Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off date.
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no.



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SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.

8. **The e-voting period commences at 9:00 a.m. (IST) on Wednesday, July 23, 2025 and ends at 5:00 p.m. (IST) on Thursday, August 21, 2025.**

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Thursday, August 21, 2025.
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.
11. Members seeking to inspect such documents can send an email to secretarial@patanjalifoods.co.in mentioning his / her / its folio number / DP ID and Client ID.

12. PROCEDURE FOR E-VOTING:

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 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:



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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="553 453 1440 873">1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.<li data-bbox="553 905 1440 1398">2. 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.<li data-bbox="553 1430 1440 1598">3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="553 1629 1440 1829">4. 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







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	<p>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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="755 898 1252 1199" style="border: 1px solid black; padding: 5px;"><p style="text-align: center;">NSDL Mobile App is available on</p><div style="display: flex; justify-content: space-around;"><div style="text-align: center;"> App Store</div><div style="text-align: center;"> Google Play</div></div><div style="display: flex; justify-content: space-around; margin-top: 10px;"><div style="text-align: center;"></div><div style="text-align: center;"></div></div></div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. 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.2. 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. Additionally, there is also links provided to access the system of all e-Voting Service



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	<p>Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. 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.</p> <p>4. 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.</p>
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.

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
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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. 1800-21-09911

B) Login Method 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*****.



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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**



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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.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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.



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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.com. 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 Miss Prajakta Pawle at evoting@nsdl.com

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
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or 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 If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode.**



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

3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.



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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The statement as required under section 102(1) of the Companies Act, 2013, setting out all material facts relating to Special Business proposed in this Postal Ballot Notice, is as under:

ITEM NO. 1

TO CONSIDER AND APPROVE ISSUANCE OF BONUS SHARES:

In order to maximize shareholders wealth by capitalizing the profit, the Board of Directors of the Company at its meeting held on July 17, 2025, after considering the available reserves, subject to the consent of the Shareholders of the Company and all other requisite approvals, permissions and sanctions, had approved and recommended to capitalise a sum not exceeding ₹ 146 Crore (Rupees One Hundred Forty Six Crore Only) standing to the credit of any of the Company's reserve accounts (including Capital Redemption Reserve Account or Securities Premium Account or General Reserve) of the Company, as may be considered appropriate for issuance of Bonus Shares in proportion of 2:1 i.e. 2 (Two) new fully paid-up Equity Shares of ₹ 2/- (Rupees Two Only) each for every 1 (One) existing fully paid-up Equity Share of ₹ 2/- (Rupees Two Only) to the eligible Shareholders of the Company whose names appear in the Register of Shareholders' of the Company/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") on the 'Record Date'.

Article 59 and 60 of the Articles of Association (AOA) of the Company, authorise the Company to issue Bonus Shares by capitalisation of free reserves by the Board of Directors of the Company. The issue of Bonus Shares, if approved by the Shareholders, will be made in line with the provisions of Section 63 of the Companies Act, 2013, Listing Regulations or any other statutory provisions for the time being in force and subject to such consents and approvals as may be required from the appropriate authorities, if any {including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof for the time being in force}.

The Company has granted stock options to the employees under the PFL Employee Stock Option Plan 2023. Consequent to the issue of bonus equity shares, appropriate adjustments with respect to exercise price and / or number of shares to be issued against stock options and number of stock options vested / to be vested on the employees of the Company under the "PFL Employee Stock Option Plan 2023" would be made so that the total value of stock options remains the same after the issue of bonus equity shares.

The new Equity Shares of ₹ 2/- (Rupee Two Only) each to be issued and allotted as Bonus Shares shall be issued in dematerialised form only and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the existing fully paid-up Equity Shares of the Company.



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Further, pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the allotment of shares in Bonus Issue shall be made in dematerialised form only, and thus, in case of Shareholders who hold Equity Shares in dematerialised form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Shareholders with their respective Depository Participant(s) and in the case of Shareholders who hold Equity Shares in physical form, the Bonus Shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by the SEBI in this regard.

The Company has not issued any debt securities, nor has it accepted any fixed deposits. Further, the Company has not defaulted, in respect of the payment of statutory dues of the employees such as contribution to provident fund, gratuity and bonus. The Company has no partly paid-up shares. None of the Promoters or Directors of the Company are fugitive economic offender.

The Ordinary Resolution, if passed, will have the effect of allowing the Board of Directors to offer, issue and allot Bonus Shares to those whose names appear in the Register of Shareholders of the Company on the Record Date, as decided by the Board or the Management.

The Board of Directors are of the opinion that the above proposal is in the interest of the Company and its existing and potential investors. The Board has therefore, recommended the resolution set out at Item no. 1 of this Postal Ballot Notice for the approval of the Members of the Company by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 1 of this Postal Ballot Notice except to the extent of their shareholding, if any, in the Company. Promoters and Promoter group are deemed to be interested to the extent of their respective shareholding, if any, in the Company.

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

Sd/-

Ramji Lal Gupta

Company Secretary and Compliance Officer

Date: July 17, 2025

Place: Mumbai

Registered Office:

616, Tulsiani Chambers, Nariman Point,
Mumbai – 400021, Maharashtra

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Information at a Glance:

Particulars	Notes
Cut-off Date to determine members eligible to vote on the resolution	Friday, July 18, 2025
Voting start time and date	9:00 a.m. (IST) on Wednesday, July 23, 2025
Voting end time and date	5:00 p.m. (IST) on Thursday, August 21, 2025
Date on which the resolution is deemed to be passed	Last date of voting i.e. Thursday, August 21, 2025
Name, address and contact details of Registrar and Share Transfer Agent (RTA)	Sarthak Global Limited Address: 170/10, Film Colony, R.N.T. Marg, Indore - 452001 Contact details: (+91-731) 4279626 / 2523545
Name, address and contact details of e-voting service provider	National Securities Depository Limited Address: 4 th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013 Contact details: 022 - 4886 7000
E-voting website address	www.evoting.nsdl.com